

001

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

1a. TYPE OF WORK DRILL ☒ DEEPEN ☐

1b. TYPE OF WELL

OIL GAS SINGLE MULTIPLE
WELL WELL ☒ OTHER ☐ ZONE ☐ ZONE ☒

2. NAME OF OPERATOR

Phillips Petroleum Company

3. ADDRESS OF OPERATOR

9780 Mt. Pyramid Court, Suite 200 Phone: 303-643-3950

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.)*

At Surface NE SW 2282' FSL, 1792' FWL

At proposed Prod. Zone

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*

Approx. 24.1 miles south of Myton, Utah

15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY
OR LEASE LINE, FT. (Also to

358' from lease line

18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL,
DRILLING, COMPLETED, OR APPLIED FOR ON THIS LEASE, FT.

No other wells on lease

16. NO. OF ACRES IN LEASE

240

17. NO. OF ACRES ASSIGNED TO THIS WELL

40

19. PROPOSED DEPTH

12,700'

20. ROTARY OR CABLE TOOLS

Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.)

5464.5' GR

22. APPROX. DATE WORK WILL START*

3rd QTR 2001

23. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	SIZE OF CASING	WEIGHT/FOOT	SETTING DEPTH	QUANTITY OF CEMENT

Phillips Petroleum Company proposes to drill this well in accordance with the attached exhibits.

The Conditions of Approval are also attached.

Federal Approval of this
Action is Necessary

RECEIVED

AUG 31 2001

DIVISION OF
OIL, GAS AND MINING

IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM : If proposal is to deepen or plug back, give data on present productive zone and proposed new productive zone.
If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.

24. SIGNED Cathy Boles TITLE HES Clerk DATE 8-27-01

(This space for Federal or State office use)

PERMIT NO. 43-047-34281 APPROVAL DATE

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY

TITLE

BRADLEY G. HILL
RECLAMATION SPECIALIST III

DATE

01-31-02

*See Instructions On Reverse Side

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

T10S, R17E, S.L.B.&M.

PHILLIPS PETROLEUM COMPANY

S89°55'W - 80.04 (G.L.O.)

WELL LOCATION, PETE'S WASH 23-12 #1, LOCATED AS SHOWN IN THE NE 1/4 SW 1/4 OF SECTION 12, T10S, R17E, S.L.B.&M. UTAH COUNTY, UTAH.

**WELL LOCATION:
PETE'S WASH 23-12 #1**

ELEV. UNGRADED GROUND = 5464.7'

2638.61' (Measured) N0°01'W (G.L.O.)
N00°01'W G.L.O. (Basis of Bearings)

1910
Brass Cap

1792'

12

2282'

1910
Brass Cap

S89°56'23"W - 2639.85' (Meas.)

S89°56'W - 80.12 (G.L.O.)

1910
Brass Cap

NORTH (G.L.O.)



THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

**STACY W.
STEWART**

REGISTERED LAND SURVEYOR
REGISTRATION No. 18937
STATE OF UTAH

TRI STATE LAND SURVEYING & CONSULTING

38 WEST 100 NORTH - VERNAL, UTAH 84078
(435) 781-2501

SCALE: 1" = 1000'	SURVEYED BY: D.J.S.
DATE: 7-23-01	WEATHER: WARM
DRAWN BY: J.R.S.	FILE #

◆ = SECTION CORNERS LOCATED

BASIS OF ELEV; U.S.G.S. 7-1/2 min QUAD (CROW KNOLL)



PHILLIPS PETROLEUM COMPANY

9780 Mt. Pyramid Ct., Suite 200
Englewood, Colorado 80112

August 30, 2001

**Applications for Permit to Drill
Federal #21-23 No. 1 and
Federal #23-12 No. 1**

Jim Thompson
Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

Dear Mr. Thompson:

Enclosed please find:

1. One (1) copy of the Application for Permit to Drill for the Federal #21-23 No. 1; and
2. One (1) copy of the Application for Permit to Drill for the Federal #23-12 No. 1.

These applications were submitted to the Bureau of Land Management's field office in Vernal, UT on August 28, 2001. They are for your information only, and do not need to be processed.

Should you have questions or require additional information, please contact me at (303) 643-3950.

Sincerely,

Cathi Boles
HES Clerk

Enc.

RECEIVED
AUG 31 2001
DIVISION OF
OIL, GAS AND MINING

PHILLIPS PETROLEUM COMPANY
FEDERAL No. 23-12 #1
LEASE #U-77063
NE/SW SECTION 12, T10S, R17E
UINTAH COUNTY, UTAH

ONSHORE ORDER NO. 1

DRILLING PROGRAM

1. GEOLOGIC SURFACE FORMATION:

Uinta formation of Upper Eocene Age

2. ESTIMATED TOPS OF IMPORTANT GEOLOGIC MARKERS:

Uinta	0' – 1000'
Green River	1000' – 1600'
Wasatch	5000' – 5600'
Mesaverde	8400' – 9000'
Mancos Shale	12,000' – 12,500'

3. ESTIMATED DEPTHS OF ANTICIPATED WATER, OIL, GAS OR MINERALS:

Green River Formation (Oil) 1000' – 1600'
Wasatch/Mesaverde/Mancos (Gas) 5000' – TD

4. PROPOSED CASING PROGRAM

Please refer to the River Bend Field Standard Operation Procedure (SOP).

5. MINIMUM SPECIFICATIONS FOR PRESSURE CONTROL:

Please refer to the River Bend Field SOP. See also Exhibit "A".

6. TYPE AND CHARACTERISTICS OF THE PROPOSED CIRCULATION MUDS:

Please refer to the River Bend Field SOP.

7. AUXILIARY SAFETY EQUIPMENT TO BE USED:

Please refer to the River Bend Field SOP.

8. TESTING, LOGGING AND CORING PROGRAMS:

Please refer to the River Bend Field SOP.

9. ANTICIPATED ABNORMAL PRESSURE OR TEMPERATURE:

Possible abnormal temperatures and/or pressures are anticipated in the lower Mesaverde and Mancos Formations. Please refer to the River Bend Field SOP for pressure control measures.

10. ANTICIPATED STARTING DATE AND DURATION OF THE OPERATIONS:

Please refer to the River Bend Field SOP.

PHILLIPS PETROLEUM COMPANY
FEDERAL No. 23-12 #1
LEASE # U-77063
NE/SW SECTION 12, T10S, R17E
UINTAH COUNTY, UTAH

ONSHORE ORDER NO. 1

SURFACE USE & OPERATIONS PLAN

1. EXISTING ROADS

See attached Topographic Map "A"

To reach the PHILLIPS PETROLEUM COMPANY (PHILLIPS) well location site known as the FEDERAL No. 23-12 #1, located in the NE ¼ of the SW ¼, Section 12, T10S, R17E, Uintah County, Utah:

Proceed southwesterly out of Myton, Utah along Highway 40 - 1.6 miles ± to the junction of this highway and UT State Hwy 53; proceed southerly along Hwy 53 - 12.5 miles ± to its junction with "Sand Wash Road"; take the Sand Wash Road 6.8 miles ± to its junction with a southeasterly oil and gas service road; proceed southeasterly 2.4 miles ± to its junction with the two-track road; proceed southwesterly 3930' ± along the two-track road; proceed 170' ± along the proposed access road to the to the proposed well location.

2. PLANNED ACCESS ROAD

See Topographic Map "B" for the location of the proposed access road.

3. LOCATION OF EXISTING WELLS

Refer to Topographic Map "C".

4. LOCATION OF EXISTING AND/OR PROPOSED FACILITIES

Please refer to the River Bend Field Standard Operating Procedure (SOP).

5. LOCATION AND TYPE OF WATER SUPPLY

Water for drilling will be supplied from the Johnson Water District via Inland Production Company's water source taps, and by a private well provided by Nebeker Trucking.

6. SOURCE OF CONSTRUCTION MATERIALS

Please refer to the River Bend Field SOP.

7. METHODS FOR HANDLING WASTE DISPOSAL

Please refer to the River Bend Field SOP.

8. ANCILLARY FACILITIES

Please refer to the River Bend Field SOP.

9. **WELL SITE LAYOUT**

The attached Location Layout Diagram describes drill pad cross-sections, cuts and fills, and locations of the mud tanks, reserve pit, pipe racks, trailer parking, spoil dirt stockpile(s), and surface material stockpile(s).

10. **PLANS FOR RESTORATION OF SURFACE**

Please refer to the River Bend Field SOP.

11. **SURFACE OWNERSHIP** - Bureau of Land Management

12. **OTHER ADDITIONAL INFORMATION**

The Cultural and Paleontological Resource Surveys are attached.

3930' of the two-track road to be upgraded crosses "off-lease" lands. Phillips requests that a 3930' length x 30' width linear ROW be granted for the Federal No. 23-12 #1 to allow for upgrading and use of the two-track road. Refer to Topographic Map "B."

13. **LESSEE'S OR OPERATORS REPRESENTATIVE AND CERTIFICATION**

Operations Representative

Name: Janis D. Evans
Petroleum Engineer
Address: Phillips Petroleum Company
9780 Mt. Pyramid Court, Suite 200
Englewood, CO 80112
Telephone: (303) 643-4364

Right-of-Way Representative

Name: Deanna J Walker
Senior Real Estate Specialist
Address: Phillips Petroleum Company
Insurance, Real Estate & Claims
P.O. Box 105
Livermore, CO 80536
Telephone: (970) 498-9677; Fax: (970) 498-9687

Health, Environmental & Safety Representative

Name: Steve de Albuquerque
Address: Phillips Petroleum Company
E&P - Americas Division
Rocky Mountain Region
9780 Mt. Pyramid Ct., Suite 200
Englewood, CO 80112
Telephone: (303) 643-3942; Fax: 303-643-4378
Cell (720) 810-3337

Certification

Please be advised that PHILLIPS PETROLEUM COMPANY is considered to be the operator of the Federal No. 23-12 #1 well, located in the NE ¼ of the SW ¼, Section 12, Township 10S, Range 17E, Lease #U-77063 Uintah County, Utah, and is responsible under the terms and conditions of the lease for the operations conducted upon the leased lands. Bond coverage is provided by General Insurance Co. of America, Policy #888912.

I hereby certify that the proposed drillsite and access route have been inspected, and I am familiar with the conditions which currently exist; that the statements made in this plan are true and correct to the best of my knowledge; and that the work associated with the operations proposed here will be performed by PHILLIPS and its contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.

8-27-01

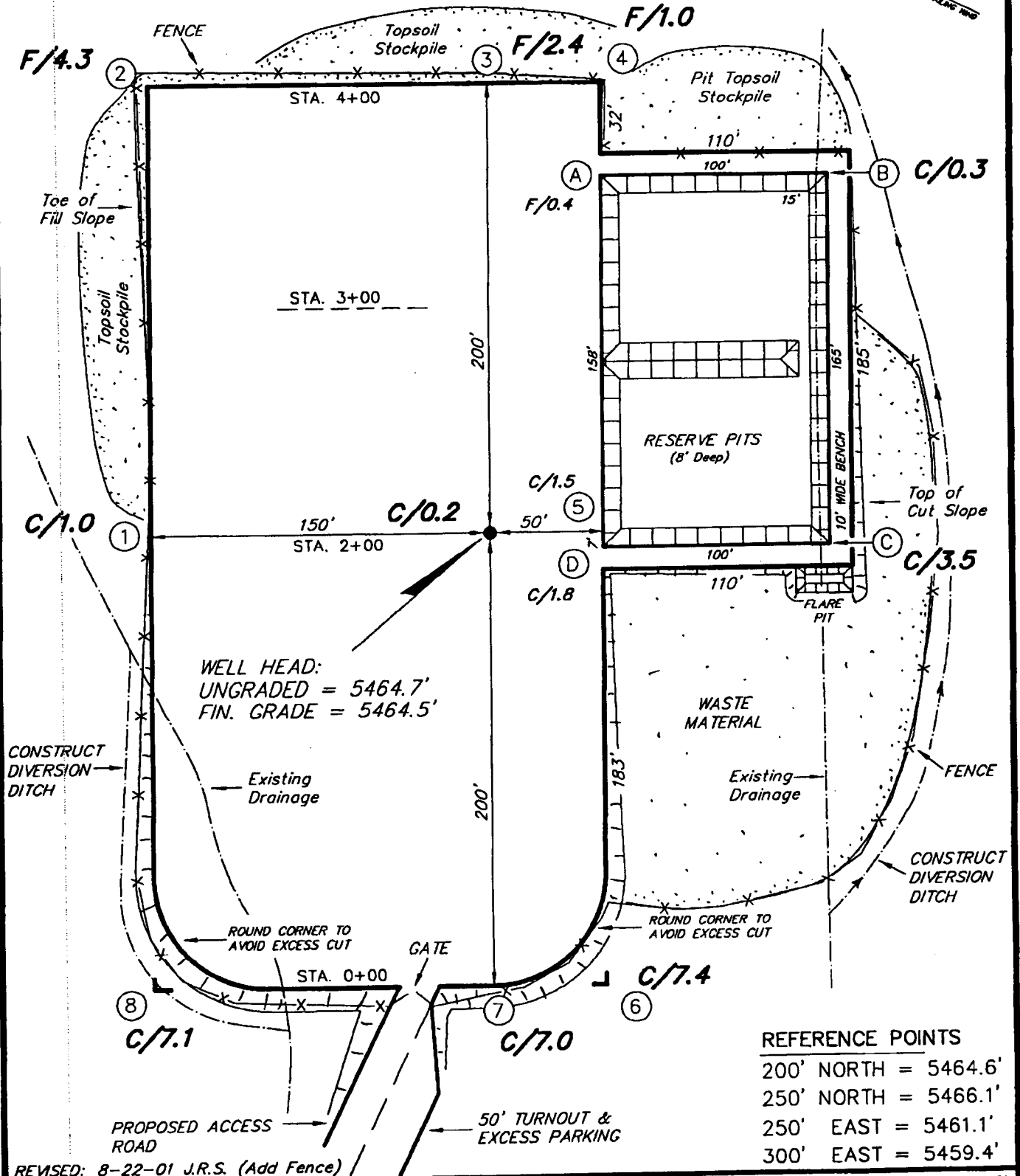
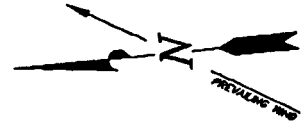
Date



J. Stephen de Albuquerque
HES Supervisor
Phillips Petroleum Company

PHILLIPS PETROLEUM COMPANY

PETE'S WASH 23-12 #1
SEC. 12, T10S, R17E, S.L.B.&M.



REVISED: 8-22-01 J.R.S. (Add Fence)

SURVEYED BY: D.J.S.

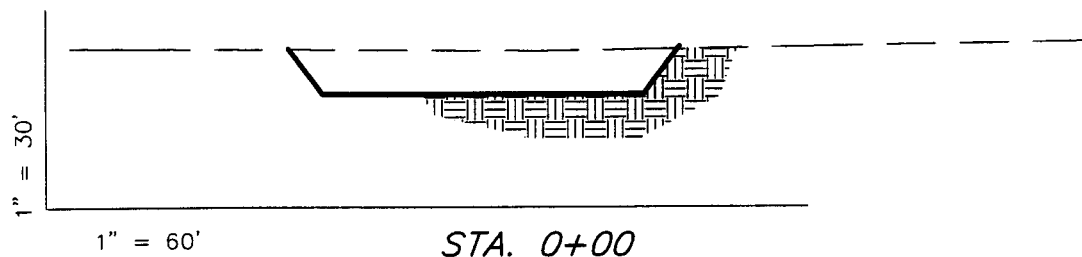
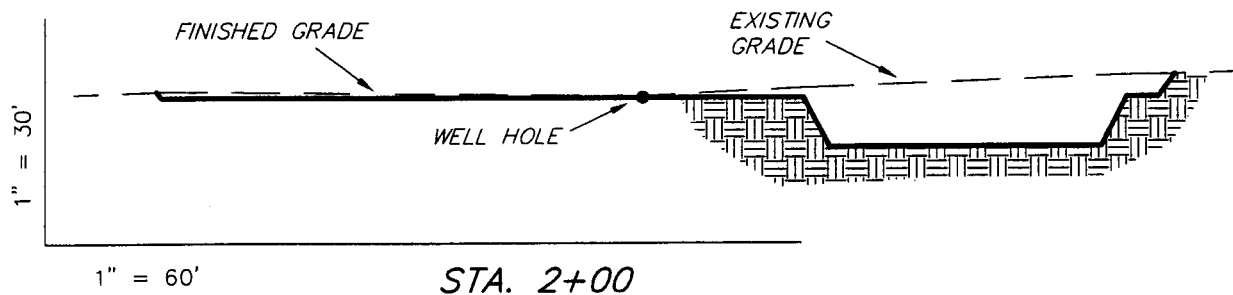
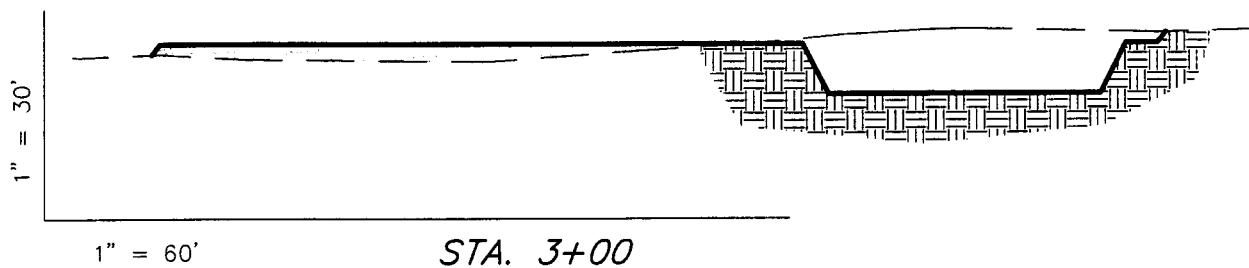
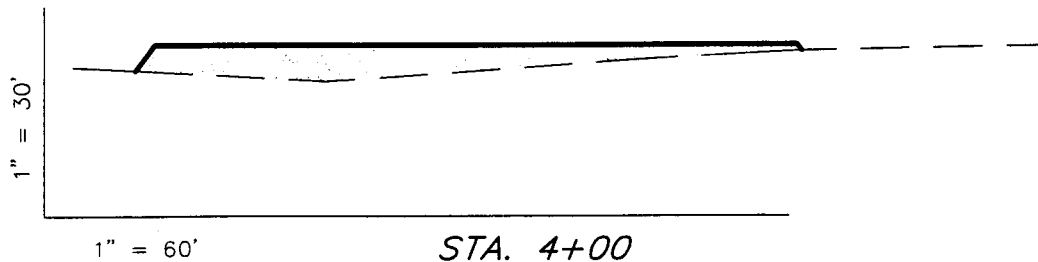
SCALE: 1" = 60'

DRAWN BY: J.R.S.

DATE: 7-23-01

Tri State
Land Surveying, Inc.
38 WEST 100 NORTH VERNAL, UTAH 84078
(435) 781-2501

PHILLIPS PETROLEUM COMPANY
CROSS SECTIONS
PETE'S WASH 23-12 #1



APPROXIMATE YARDAGES

CUT = 6,210 Cu. Yds.
FILL = 3,350 Cu. Yds.
PIT = 4,090 Cu. Yds.
6" TOPSOIL = 1,860 Cu. Yds.

SURVEYED BY: D.J.S.

SCALE: 1" = 60'

DRAWN BY: J.R.S.

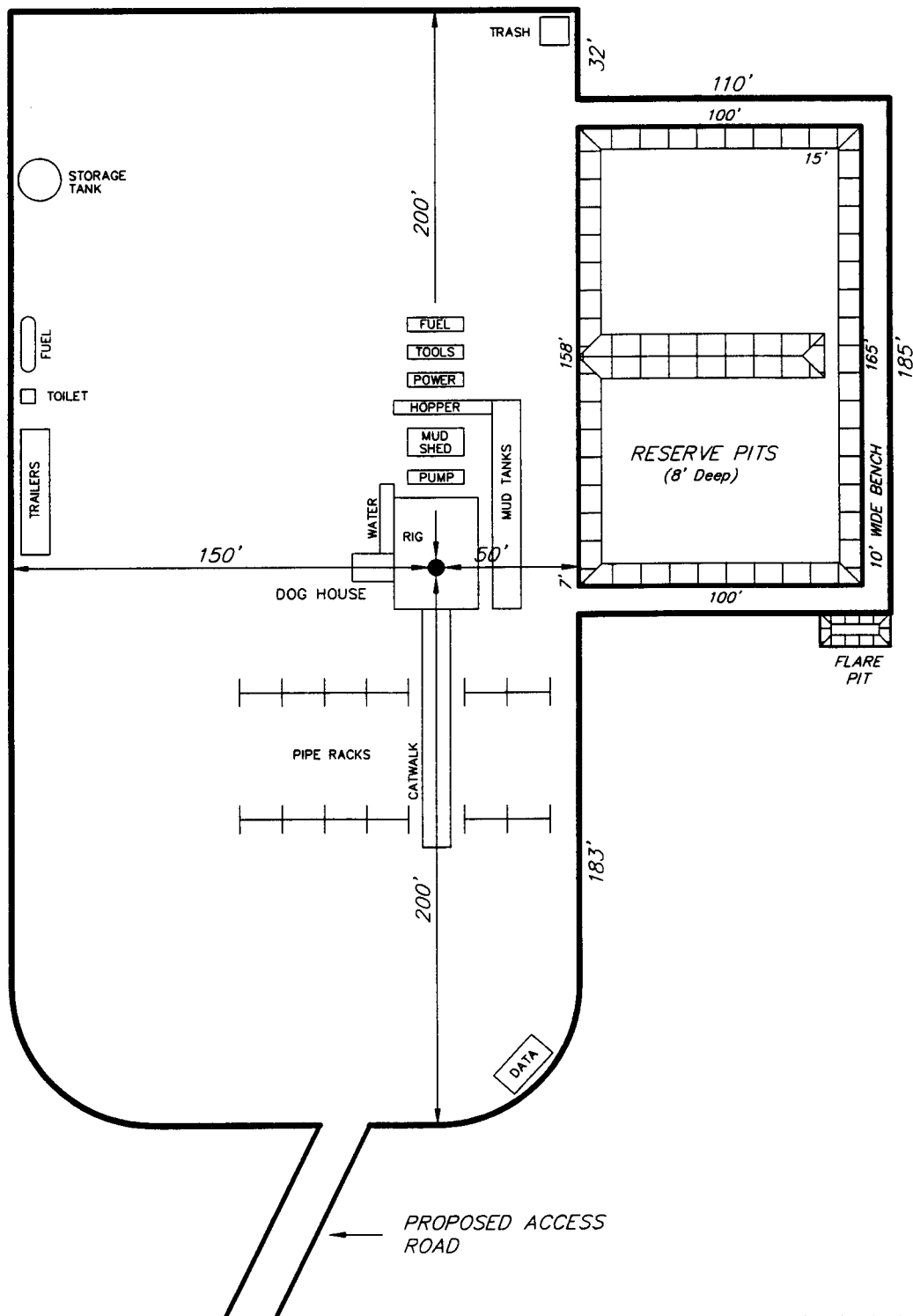
DATE: 7-23-01

Tri State
Land Surveying, Inc.
38 WEST 100 NORTH VERNAL, UTAH 84078
(435) 781-2501

PHILLIPS PETROLEUM COMPANY

TYPICAL RIG LAYOUT

PETE'S WASH 23-12 #1



SURVEYED BY: D.J.S.

SCALE: 1" = 60'

DRAWN BY: J.R.S.

DATE: 7-23-01

Tri State
Land Surveying, Inc.

(435) 781-2501

38 WEST 100 NORTH VERNAL, UTAH 84078

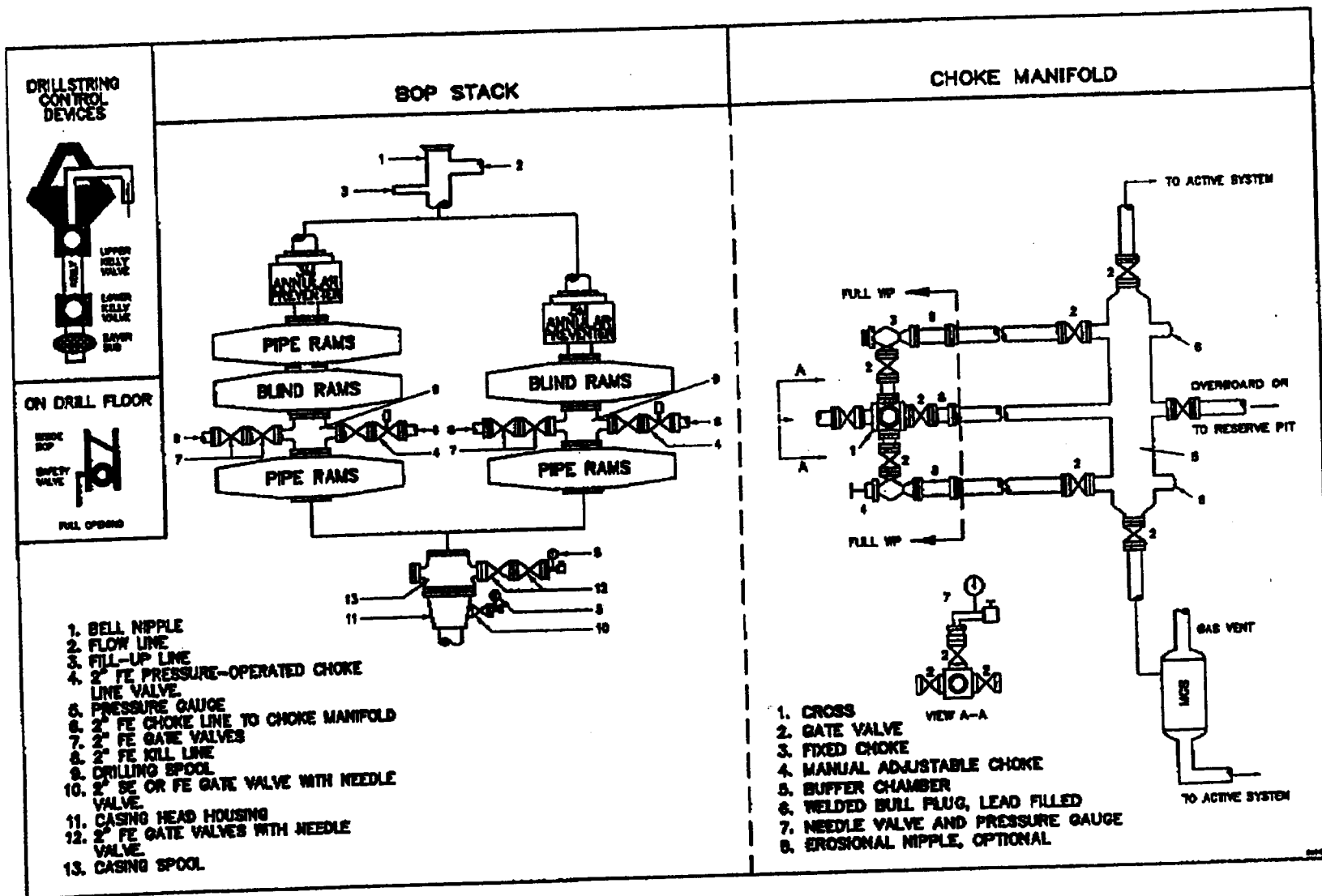


Exhibit A – Class 3 BOP and Choke Manifold

Well No.: Federal No. 23-12 #1

CONDITIONS OF APPROVAL
APPLICATION FOR PERMIT TO DRILL

Company/Operator: Phillips Petroleum Company

Well Name & Number: Federal No. 23-12 #1

API Number:

Lease Number: UTU-77063

Location: NE/SW Sec. 12, T10S, R17E

SURFACE USE PROGRAM
CONDITIONS OF APPROVAL

CULTURAL RESOURCES

See *DIAMOND MOUNTAIN RESOURCE AREA RESOURCE MANAGEMENT PLAN AND RECORD OF DECISION* (Fall 1994).

PALEONTOLOGICAL RESOURCES

See *DIAMOND MOUNTAIN RESOURCE AREA RESOURCE MANAGEMENT PLAN AND RECORD OF DECISION* (Fall 1994).

SOILS, WATERSHEDS, AND FLOODPLAINS

See *DIAMOND MOUNTAIN RESOURCE AREA RESOURCE MANAGEMENT PLAN AND RECORD OF DECISION* (Fall 1994).

WILDLIFE AND FISHERIES

See *DIAMOND MOUNTAIN RESOURCE AREA RESOURCE MANAGEMENT PLAN AND RECORD OF DECISION* (Fall 1994).

THREATENED, ENDANGERED, AND OTHER SENSITIVE SPECIES

BURROWING OWL: Due to the proximity of the location to active prairie dog towns, there is the potential to encounter nesting burrowing owls between April 1 and July 15. If new construction or surface-disturbing activities are scheduled between April 1 and July 15, pre-construction surveys will be conducted to detect the presence of nesting burrowing owls within 0.5 mile of any new construction or surface-disturbing activity (see Vernal BLM Field Office Protocol). No new construction or surface-disturbing activities will be allowed between April 1 and July 15 within a 0.5-mile radius of any active burrowing owl nest. (See also *DIAMOND MOUNTAIN RESOURCE AREA RESOURCE MANAGEMENT PLAN AND RECORD OF DECISION* (Fall 1994).

LOCATION AND RESERVE PIT RECLAMATION

During construction of the reserve pit, a small amount of topsoil shall be stockpiled nearby, to be spread over the reserve pit area at the time the reserve pit is reclaimed.

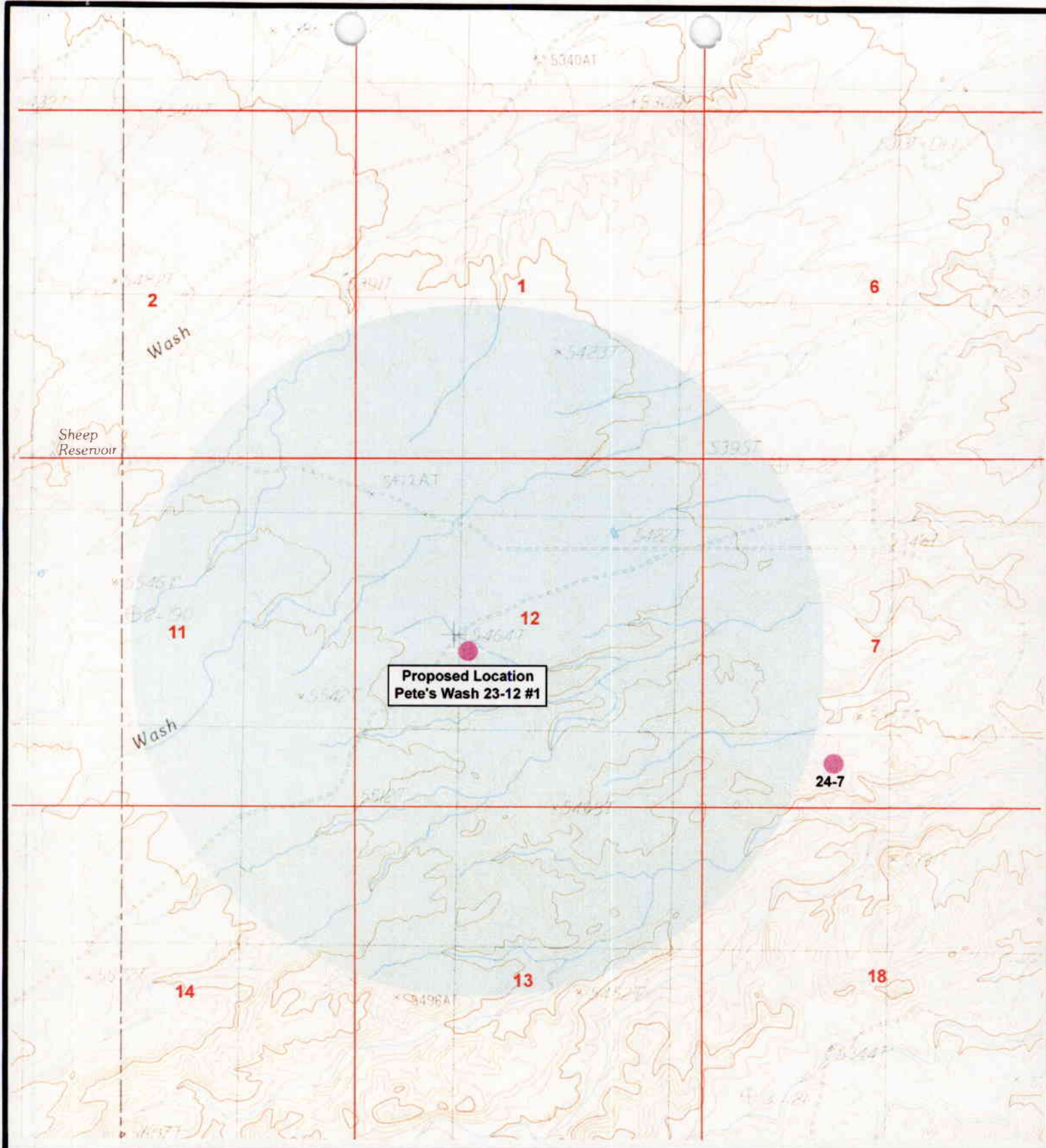
The topsoil stockpile shall be reseeded immediately after site construction by broadcasting the seed, then walking the topsoil stockpile with the dozer to plant the seed.

The following seed mixture will be used on the topsoil stockpile, the recontoured surface of the reserve pit, and for final reclamation: (All poundage's are in pure live seed.)

shadscale	<i>Atriplex confertifolia</i>	4 lbs/acre
Gardner Salt Bush	<i>Atriplex gardneri</i>	4 lbs/acre
galleta grass	<i>Hilaria jamesii</i>	4 lbs/acre

The reserve pit shall be reclaimed immediately after drilling operations have ceased. The pit shall be reclaimed by: 1) removing all liquids and any oily debris according to Utah Division of Oil, Gas, & Mining pit closure rules; 2) perforating and folding the liner in place; 3) recontouring the surface; 4) broadcasting the seed over the recontoured surface; and 5) walking the surface of the pit with a dozer to plant the seed.

At the time of final abandonment, the location and access will be recontoured to natural topography and topsoil spread over the area and the surface seeded immediately.



**PHILLIPS
PETROLEUM CO.**

**Pete's Wash 23-12 #1
SEC. 12, T10S, R17E, S.L.B.&M.
Uintah, Utah**



**Tri-State
Land Surveying Inc.**
(435) 781-2501
38 West 100 North Vernal, Utah 84078

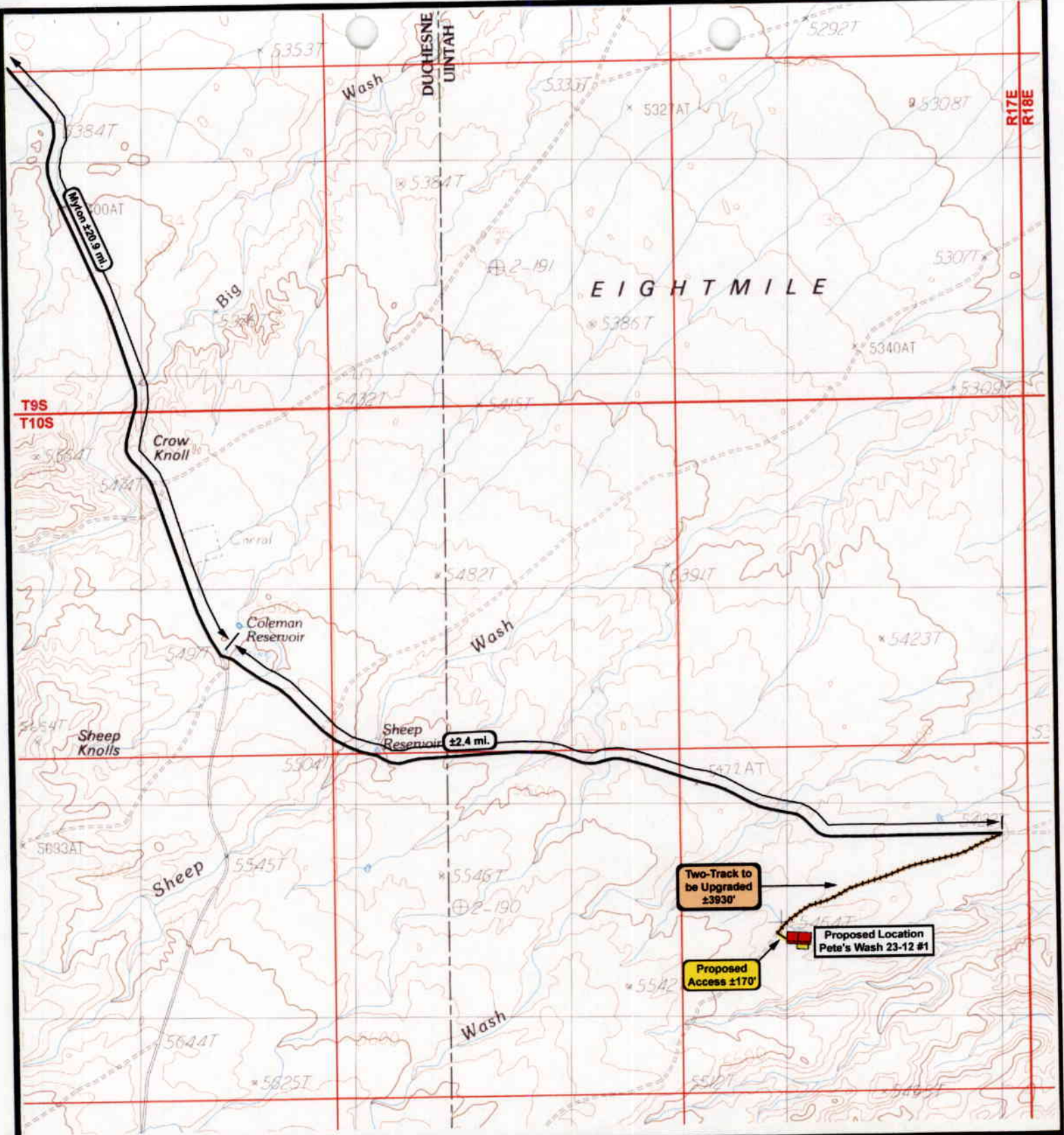
SCALE: 1" = 2000'
DRAWN BY: D.J.
DATE: 08-22-2001

Legend

- Proposed Location
- One Mile Radius

TOPOGRAPHIC MAP

"C"



**PHILLIPS
PETROLEUM CO.**

**Pete's Wash 23-12 #1
SEC. 12, T10S, R17E,
S.L.B.&M.**



**Tri-State
Land Surveying Inc.**
(435) 781-2501
38 West 100 North Vernal, Utah 84078

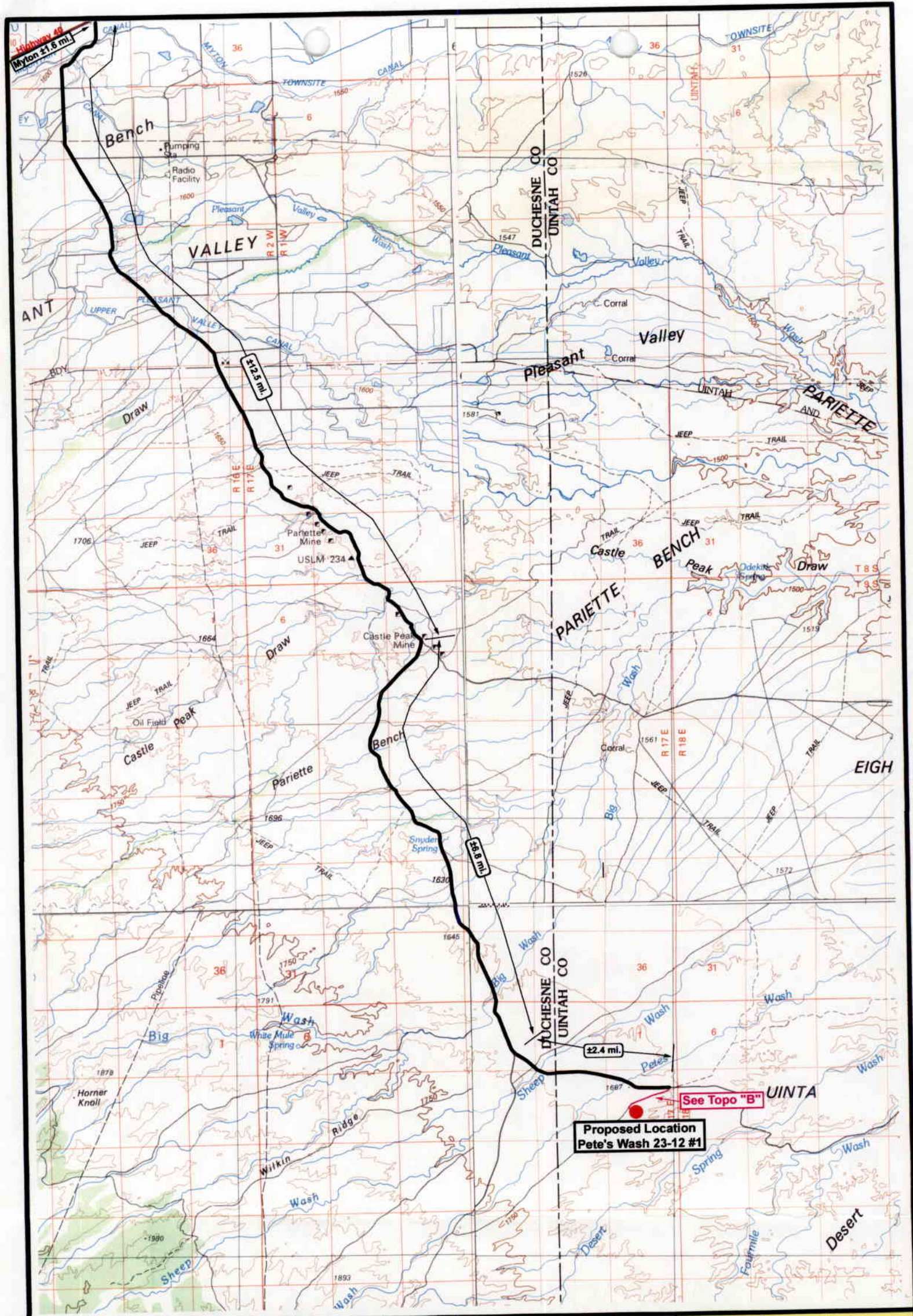
SCALE: 1" = 2000'
DRAWN BY: D.R.J.
DATE: 07-25-2001

Legend

Existing Road
Proposed Access
Two-Track to be Upgraded

TOPOGRAPHIC MAP

"B"



**PHILLIPS
PETROLEUM CO.**

**Pete's Wash 23-12 #1
SEC. 12, T10S, R17E,
S.L.B.&M.**



*Tri-State
Land Surveying Inc.*
(435) 781-2501
38 West 100 North Vernal, Utah 84078

SCALE: 1" = 100,000
DRAWN BY: D.R.J.
DATE: 07-25-2001

Legend	
	Existing Road
	Proposed Access
TOPOGRAPHIC MAP	
"A"	

***PHILLIPS PETROLEUM COMPANY
STANDARD OPERATING PRACTICES***

**RIVER BEND FIELD
MESAVERDE DEVELOPMENT PROGRAM
Duchesne and Uintah Counties, Utah**

ONSHORE ORDER NO. 1

DRILLING PROGRAM

All operations will be conducted in such a manner that full compliance is made with applicable laws, regulations (43CFR3100), Onshore Oil and Gas Orders, Notices to Lessees, and the approved Plan of Operations. As Operator, Phillips Petroleum Company (Phillips) is fully responsible for the actions of its subcontractors. A copy of these Standard Operating Practices as well as any Conditions of Approval (COAs) will be supplied to the field representative to ensure compliance.

BLM Notification Requirements

Location Construction:	48 hours prior to construction of location and access roads including, if applicable, the Ute Tribe Energy and Mineral Department, or private surface owner.
Location Completion:	Prior to moving the drilling rig.
Spud Notice:	At least 24 hours prior to spudding the well.
Casing String & Cementing:	At least 24 hours prior to running casing and cementing all casing strings.
BOP & Related Equipment Tests:	At least 24 hours prior to initiating pressure tests.
First Production Notice:	Within 5 days after new well begins or production resumes after well has been off production for more than 90 days.

Details of the on-site inspection, including date, time, and individuals present, will be submitted with the site specific APD.

1. **Estimated Tops of Important Geologic Markers:**

Within the area of development, surface locations are in the Uinta Formation. The top of the Green River formation will be encountered between 1000'-1600'. The Wasatch Formation should will be encountered between 5000 –5600', whereas the top of the Mesaverde Formation will be encountered between 8400-9000'. Top of Mancos Shale will be 12,000-12,500'. All depths are measured depths.

2. **Estimated Depths of Anticipated Water, Oil, Gas, or Mineral Formations:**

Gilsonite may be encountered between 0'-3200'.

It is possible that oil & associated gas may be encountered in the Green River Formation, between 3000'-TD. Gas could be encountered throughout the entire Wasatch/Mesaverde/Mancos section.

Fresh water may be encountered in the Uinta Formation, but would not be expected below about 600'. All water shows and water bearing geologic units shall be reported to the geologic and engineering staff of the Vernal Office prior to running the next string of casing or before plugging orders are requested. All water shows must be reported within one (1) business day after being encountered.

All usable (<10,000 PPM TDS) water and prospectively valuable minerals (as described by BLM at onsite) encountered during drilling will be recorded by depth and adequately protected. This information shall be reported to the Vernal Office.

Detected water flows shall be sampled, analyzed, and reported to the geologic & engineering staff of the Vernal Office. The office may request additional water samples for further analysis. Usage of the State of Utah form *Report of Water Encountered* is acceptable, but not required.

The following information is requested for water shows and samples where applicable:

Location & Sampled Interval	Date Sampled
Flow Rate	Temperature
Hardness	pH
Water Classification (State of Utah)	Dissolved Calcium (Ca) (mg/l)
Dissolved Iron (Fe) (ug/l)	Dissolved Sodium (Na) (mg/l)
Dissolved Magnesium (Mg) (mg/l)	Dissolved Carbonate (CO ₃) (mg/l)
Dissolved Bicarbonate (NaHCO ₃) (mg/l)	Dissolved Chloride (Cl) (mg/l)
Dissolved Sulfate (SO ₄) (mg/l)	Dissolved Total Solids (TDS) (mg/l)

3. **Pressure Control Equipment:** (See Exhibit A)

Phillips Class III (3) 5M minimum specifications for pressure control equipment for a standard Mesa Verde development well are as follows:

A 5000 psi WP hydraulic BOP stack consisting of two ram preventers (double or two singles) and an annular preventer per **Exhibit A**.

Connections - All components on the stack and choke and kill lines shall have either flanged, studded, clamp hub or equivalent proprietary connections except control line outlets and pressure gauges.

Annular Preventer - The annular shall be rated to a minimum 5000 psi WP, if one set of pipe rams is installed, and shall be installed at the top of the stack. If a 3 ram preventer and 2 preventers equipped with pipe rams are used, a 3000 psi WP is acceptable. A valve rated to full annular WP shall be mounted on the closing side using XX heavy fittings.

Rams and Position - The lower cavity shall contain pipe rams (master ram) to fit the upper section of the drill pipe in use. Casing rams are not required. The upper cavity shall contain blind rams for a 2 ram stack. A means shall be available to mechanically lock the rams closed.

BOP Side Outlets - The choke and kill lines outlets shall be a minimum 2 inches nominal and can be either in the BOP body between the rams or in a spool placed between the rams. Two gate valves rated to full BOP WP shall be installed on both outlets. The outside choke line valve shall be hydraulically operated.

Choke and Kill Lines - The lines shall be a minimum 2 inches nominal, made of seamless steel, seamless steel with Chiksan™ joints, or armored fire resistant hose rated to required BOP WP. The choke line shall be as straight as possible, and securely anchored. All turns shall be 90 degrees and "targeted." When hoses are used, they shall have a rated test pressure of at least 1.5 times the required BOP WP.

Secondary Kill Outlet - One outlet located below the lower rams either on the BOP stack or on the wellhead shall be fitted with two valves, a needle valve with adapter and pressure gauge, all rated to wellhead WP or greater. This outlet is not to be used in normal operations.

Closing Methods - At least three means of operating all the preventers shall be provided, consisting of any combination of the following:

- a. An air and/or electrically operated hydraulic pump(s) capable of closing one ram preventer in 30 seconds.
- b. An accumulator capable of closing all preventers and opening the hydraulic choke line valve, without requiring a recharge.
- c. Manual method with closing handles and/or wheels to be located in an unobstructed area, away from the wellhead, or additional equipment per item "a" and item "b" to provide full redundancy to method.

- d. Bottled nitrogen or other back-up storage system to equal accumulator capacity, manifolded to by-pass the accumulator and close the BOP directly.

Hydraulic Closing Unit - The closing unit shall be equipped with:

- a. A control manifold with a control valve for each preventer and hydraulically operated valve; a regulator for the annular preventer; and interconnected steel piping. Each blowout preventer control valve should be turned to open position during drilling operations.
- b. Control lines to BOPs of seamless steel, seamless steel lines with Chiksan joints, or fire resistant steel armored hose.
- c. A remote control panel from which each preventer and hydraulic valve can be operated. If the remote panel becomes inoperable, it shall not interfere with the operation of the main closing unit.

Location - For land locations, the hydraulic closing unit shall be located in an unobstructed area outside the substructure at least 50 feet from the wellhead and the remote panel shall be located near the driller's position. For offshore installations, the location of the closing unit and remote panel shall be such that one is located near the driller position and the other is located away from the well area and is accessible from a logical evacuation route.

Choke Manifold - The minimum equipment requirements are shown in **Exhibit A**. The choke manifold shall be located at least 5 feet from the BOP stack, outside the substructure.

Connections - All components of the manifold shall be equipped with flanged, studded, clamped hub or equivalent proprietary connections (gauge connections exempted).

Flow Wings - Three flow wings shall be provided, capable of transmitting well returns through conduits that are a minimum 2 inches nominal. Two wings shall be equipped with chokes and one gate valve upstream of each choke; one gate valve ahead of the discharge manifold; and one valve downstream of each choke; at least one choke shall be adjustable. A gate valve shall be installed directly upstream of the cross if single valves are installed upstream of the chokes. One wing with one gate valve capable of transmitting well returns directly to the discharge manifold. The chokes, the valve(s) controlling the unchoked discharge wing, and all equipment upstream of these items shall be rated to required BOP WP.

Discharge Manifold - A discharge manifold (buffer tank), capable of diverting well returns overboard or to the blowdown/reserve pit; to the mud gas separator; and to the shaker tank is required. Lead-filled bull plugs (or equivalent erosion resistant components) shall be installed in the discharge manifold directly opposite the choked wings.

Pressure Monitoring - A means of monitoring the inlet pressure of the choke manifold shall be provided. The capability to isolate this outlet shall be provided.

Mud Gas Separator - An atmospheric or low pressure separating vessel for handling gas cut returns shall be provided. It shall be equipped with gas vent lines to discharge gas at least 150 feet from the rig in downwind direction. Venting above the crown is an acceptable alternative.

Mud System Monitoring - The rig shall be equipped with stroke counters for each pump; continuous recording pit level indicator and totalizer with audible alarm to monitor volume of all active pits; and a continuous recording mud return indicator with audible alarm. For possible H₂S wells, gas detection equipment shall be provided.

Drillstring Control Devices - An upper and lower kelly valve, drillstring safety valve including correct closing handle, and an inside BOP shall be provided. The safety valve and inside BOP shall have connections or crossovers to fit all tubulars with OD to allow adequate clearance for running in the hole. All drillstring valves shall be rated to the required BOP WP.

Auxiliary Equipment - A kelly saver sub with casing protector larger than tool joints at top of drillstring (for kelly equipped rigs); a wear bushing or wear flange to protect the seal area of the wellhead while drilling; and a plug or cup type BOP test tool shall be provided.

The BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc., for a 5M system, and individual components shall be operable as designed.

Function test of the BOP equipment shall be made daily. All required BOP tests and/or drills shall be recorded in the Driller's report.

Chart recorders will be used for all pressure tests. Test charts, with individual test results identified, shall be maintained on location while drilling and shall be made available to BLM representatives upon request.

If an air compressor is on location and is being utilized to provide air for the drilling medium while drilling, the special drilling requirements in Onshore Oil and Gas Order No. 2 regarding air or gas shall be adhered to. If a mist system is being utilized, the requirement for a deduster shall be waived.

4. Proposed Casing and Cementing Program:

a. Casing Design:

<u>Purpose</u>	<u>Depth</u>	<u>Hole Size</u>	<u>Csg Size</u>	<u>Wt/ft</u>	<u>Grade</u>	<u>Type</u>
Conductor	0 - 220'	17-1/2"	13-3/8"	48#	H-40	ST&C
Surface	0 - 3500'	12-1/4"	8-5/8 / 9 5/8"	32#/40#	J-55	ST&C
Production	TD	7-7/8"	4-1/2"	13.5#	P-110	LT&C

With the exception of conductor casing, all casing shall be new or, if used, inspected and tested. Used casing shall meet or exceed API standards for new casing.

All casing strings except conductor shall have a minimum of 1 (one) centralizer on each of the bottom three (3) joints.

b. Cement Design:

<u>Function</u>	<u>Hole Size</u>	<u>Csg Dia.</u>	<u>Wt./ft.</u>	<u>Shoe Depth</u>	<u>Sacks of Cement</u>
Surface	12-1/4"	8-5/8"	32#	3500' ± KB	400 sx lead/ 200 sx tail / 30 % excess. Top out with 60 sx tail
Production	7-7/8"	4-1/2"	13.5#	TD	300 sx lead / 300 sx tail + 25% excess

Surface Pipe: Pre-Flush: 20 bbls fresh water.

Lead: 400 Sx Halliburton Hi-Fill + 16% gel, w/ 1.0% retarder + 3% salt + 0.6% Econolite + 1/4#/sk Cello-Flake
Weight: 11.8 lb/gal Yield: 3.18 cu ft/sk. H₂O Req.: 17.97 Gal/sk

Tail: 200 Sx Halliburton Premium + 2% CaCl₂ + 0.125% Cello-Flake
Weight: 15.8 lb/gal Yield: 1.15 cu ft/sk. H₂O Req.: 4.97 Gal/sk

Top-Out: 60 Sx Halliburton Premium + 3% CaCl₂
Weight: 15.8 lb/gal Yield: 1.15 cu ft/sk. H₂O Req.: 4.97 Gal/sk

Waiting On Cement: A minimum of four (4) hours shall elapse prior to attempting any pressure testing of the BOP equipment which would subject the surface casing cement to pressure, and a minimum of six (6) hours shall elapse before drilling out of the wiper plug, cement, or shoe is begun. WOC time shall be recorded in the Driller's Log. Compressive Strength shall be a minimum of 500 psi prior to drilling out.

Long String: Pre-Flush: 20 bbls "Mud Clean" or similar spacer.

Lead: 300 Sx Halliburton Hi-Fill + 16% gel, w/ 1.0% retarder + 3% salt + 0.6% Econolite + 1/4#/sk Cello-Flake
Weight: 11.8 lb/gal Yield: 3.18 cu ft/sk. H₂O Req.: 17.97 Gal/sk

Tail: 300 Sx Halliburton 50/50 Poz-Premium + 5% Salt + 0.2% retarder + 0.6% Halad 322 (fluid loss) + 0.2% Super CBL
Weight: 14.35 lb/gal Yield: 1.22 cu ft/sk. H₂O Req.: 4.97 Gal/sk

(Actual cement volumes will be calculated from open hole logs, plus 15% excess).

The Vernal BLM Office shall be notified, with sufficient lead time, in order to have a BLM representative on location while running all casing strings and cementing.

The 8-5/8" surface casing shall in all cases be cemented back to surface. In the event that during the primary surface cementing operation the cement does not circulate to surface, or if the cement level should fall back more than 8 feet from surface, then a remedial surface cementing operation shall be performed to insure adequate isolation and stabilization of the surface casing. The top 200' of HiLift cement behind the 8-5/8" surface casing shall be replaced by running 1" tubing down the annulus and displacing with Class "G" or equivalent cement.

The production casing cementing program shall be conducted as approved to protect and/or isolate all usable water zones, potentially productive zones, lost circulation zones, abnormally pressured zones, and any prospectively valuable deposits of minerals.

The minimum diameter for conductor pipe shall be 13 3/8". The conductor pipe will be cemented back to surface.

As a minimum, usable water zones shall be isolated and/or protected by having a cement top for the production casing at least 200 feet above the base of the usable water. If gilsonite is encountered while drilling, it shall be isolated and/or protected via the cementing program.

Top plugs shall be used to reduce contamination of cement by displacement fluid. A bottom plug or other acceptable technique, such as a suitable preflush fluid, inner string cement method, etc., shall be utilized to help isolate the cement from contamination by the mud being displaced ahead of the cement slurry.

All casing strings below the conductor shall be pressure tested to 0.22 psi per foot of casing string length or to 1500 psi, whichever is greater, but not to exceed 70% of the minimum internal yield. If pressure declines more than 10% in 30 minutes, corrective action shall be taken.

A Form 3160-5, "Sundry Notices and Reports on Wells" shall be filed with the Vernal Office Manager within 30 days after the work is completed. This report must include the following information:

Setting of each string of casing showing the size, grade, weight of casing set, depth, amounts and type of cement used, whether cement circulated or the top of the cement behind the casing, depth of the cementing tools used, casing test method and results, and the date of the work done. Spud date will be shown on the first reports submitted.

5. **Drilling Fluids Program:**

a. **Type and Characteristics of the Circulation Muds:**

From surface to \pm 3500 feet will be drilled with fresh water or an air/mist system, depending on the drilling contractor's preference. From approximately 3500 feet, or in the case of the air/mist system when hole conditions dictate, to TD, a fresh water system will be utilized. Clay inhibition and hole stability will be achieved with a KCL additive. This fresh water system will typically contain Total Dissolved Solids (TDS) of less than 3000 PPM. Anticipated maximum mud weight is 10.0 lbs/gal. If necessary to control formation fluids or pressure, the system will be weighted with the addition of bentonite gel, and if pressure conditions warrant, with barite.

No chromate additives will be used in the mud system on Federal and/or Indian lands without prior BLM approval to ensure adequate protection of fresh aquifers.

No chemicals subject to reporting under SARA Title III in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling, testing, or completing of this well. Furthermore, no extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities, will be used, produced, stored, transported, or disposed of in association with the drilling, testing, or completing of this well.

Hazardous substances specifically listed by the EPA as a hazardous waste or demonstrating a characteristic of a hazardous waste will not be used in drilling, testing, or completion operations.

6. **Evaluation Program:**

a. **Logging Program:**

(the log types run may change at the discretion of the geologist)

FDC/CNL/GR/DIL/SONIC: TD - 3,500'

CBL: A cement bond log will be run from the surface casing shoe to surface and from TD to the cement top of the production casing. A field copy will be submitted to the Vernal BLM Office. FMI/NMR logs are possible options over the Mesaverde section.

b. **Cores:** As deemed necessary.

- c. **Drill Stem Tests:** No DSTs are planned in Wasatch/Mesaverde/Mancos section. It is possible that DST may be required in the Green River Formation.

Drill stem tests, if they are run, will adhere to the following requirements: Initial opening of the drill stem test tools shall be restricted to daylight hours unless specific approval to start during other hours is obtained from the Authorized Officer (AO). However, DSTs may be allowed to continue at night if the test was initiated during daylight hours and the rate of flow is stabilized and if adequate lighting is available (i.e., lighting which is adequate for visibility and vapor-proof for safe operations). Packers can be released but tripping shall not begin before daylight, unless prior approval is obtained from the AO. Closed chamber DSTs may be performed day or night.

Some means of reverse circulation shall be provided in case of flow to the surface showing evidence of hydrocarbons.

Separation equipment required for the anticipated recovery shall be properly installed before a test starts.

If a DST is performed, all engines within 100 feet of the wellbore that are required to be operational during the test shall have spark arresters or water-cooled exhausts.

7. **Abnormal Conditions:**

Possible abnormal temperatures and/or pressures are anticipated in the lower Mesaverde and the Mancos Formations.. No hydrogen sulfide has been encountered or is known to exist from previous drilling in the area at this depth. Maximum anticipated bottomhole pressure will be approximately equal total depth in feet multiplied by a 0.60 psi/foot gradient.

8. **Anticipated Starting Dates and Notification of Operations:**

a. **Drilling Activity**

Anticipated Commencement Date:	Upon approval of the site specific APD.
Drilling Days:	Approximately 40 days.
Completion Days:	Approximately 8 - 14 days.

b. **Notification of Operations**

The Vernal BLM office will be notified at least 24 hours **prior** to the commencement of spudding the well (to be followed with a Sundry Notice, Form 3160-5), of initiating pressure tests of the blowout preventer and related equipment, and running casing and cementing of all casing strings. Notification will be made during regular work hours (7:45 a.m.-4:30 p.m., Monday - Friday except holidays).

Immediate Report: Spills, blowouts, fires, leaks, accidents, or any other unusual

occurrences shall be promptly reported in accordance with the appropriate regulations, Onshore Orders, or BLM policy.

No location will be constructed or moved, no well will be plugged, and no drilling or workover equipment will be removed from a well to be placed in suspended status without prior approval from the AO. If operations are to be suspended, prior approval of the AO will be obtained and notification given to Phillips before resumption of operations.

Daily drilling and completion reports shall be submitted to the Vernal BLM Office on a weekly basis.

Whether the well is completed as a dry hole or a producer, the "Well Completion and Recompletion Report and Log" (Form 3160-4) will be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3164. One copy of all logs, core descriptions, core analyses, well test data, geologic summaries, sample description, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations will be filed with Form 3160-4. Samples (cuttings, fluids, and/or gases) will be submitted when requested by the Authorized Officer (AO).

A completion rig will be used for completion operations after the wells are stimulated to run the production tubing.. All conditions of this approved plan will be applicable during all operations conducted with the completion rig.

Operator shall report production data to the MMS pursuant to 30 CFR 216.5 using form MMS/3160. In accordance with Onshore Oil and Gas Order No. 1, a well will be reported on form 3160-6, "Monthly Report of Operations," starting with the month in which operations commence and continue each month until the well is physically plugged and abandoned. This report will be filed with the Vernal BLM Office.

The date on which production is commenced or resumed will be construed for oil wells as the date on which liquid hydrocarbons are first sold or shipped from a temporary storage facility, such as a test tank, and for which a run ticket is required to be generated, or the date on which liquid hydrocarbons are first produced into a permanent storage facility, whichever occurs first; and for gas wells, as the date on which associated liquid hydrocarbons are first sold or shipped from a temporary storage facility, such as a test tank, and for which a run ticket is required to be generated, or the date on which gas is measured through permanent metering facilities, whichever occurs first.

Should the well be successfully completed for production, the AO will be notified when the well is placed in a producing status. Such notification will be sent by written communication not later than 5 days following the date when the well is placed on production.

Pursuant to Onshore Order No. 7, with the approval of the AO, produced water may be

temporarily disposed of into unlined pits for a period of up to 90 days. During this period, an application for approval of the permanent disposal method must be submitted to the AO.

Pursuant to NTL-4A, lessees or operators are authorized to vent/flare gas during the initial well evaluation tests, not to exceed 30 days or the production of 50 MMCF of gas, whichever occurs first. An application must be filed with the AO and approval received for any venting/flaring of gas beyond the initial 30 days or authorized test period.

A schematic facilities diagram, as required by 43 CFR 3162.7-5(b.9.d), shall be submitted to the Vernal BLM Office within 60 days of installation or first production, whichever occurs first. All site security regulations, as specified in Onshore Oil & Gas Order No. 3, shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with 43 CFR 3162.7-5(b.4).

Well abandonment operations shall not be commenced without the prior approval of the AO. In the case of newly drilled dry holes or failures, and in emergency situations, oral approval will be obtained from the AO. A "Subsequent Report of Abandonment", Form 3160-5, will be filed with the Authorized Officer within 30 days following completion of the well for abandonment. This report will indicate placement of the plugs and current status of the surface restoration. Final Abandonment will not be approved until the surface reclamation work required by the approved APD or approved abandonment notice has been completed to the satisfaction of the AO, or the appropriate surface managing agency.

Pursuant to Onshore Oil and Gas Order No. 1, lessees and operators have the responsibility to see that their exploration, development, production, and construction operations are conducted in a manner which conforms with applicable Federal laws and regulations and with the State and local laws, to the extent to which they are applicable, to operations on Federal or Indian lands.

9. **Variances:**

Drilling operations may be conducted without an automatic igniter. The operator will ignite as needed, with the flare ventline a minimum of 100 feet from the wellhead in a downwind location as per the prevailing winds.

The straight-run blooie line requirement will be waived. The flowline will contain two (2) 90-degree turns. Where possible, a straight-run blooie line will be used.

If a mist system is used, the requirement for a deduster shall be waived.

Oil and gas meters will be tested upon initial installation and at least quarterly if producing greater than 100 mcfpd on a month average, and semiannually if the well produces less than 100 mcfpd on a monthly average.

10. Other Information:

The location perimeter will be bermed to comply with SPCC requirements. All loading lines will be placed inside the berm surrounding the tank battery.

All off-lease storage, off-lease measurement, or commingling on-lease or off-lease will have prior written approval from the AO.

The oil and gas measurement facilities will be installed on the well location. The oil and gas meters will be calibrated in place prior to any deliveries. Tests for meter accuracy will be conducted following initial installation. The AO will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports will be submitted to the Vernal BLM Office. All meter measurement facilities will conform to Onshore Oil & Gas Order No. 4 for liquid hydrocarbons and Onshore Oil & Gas Order No. 5 for natural gas measurement.

Should gas be vented or flared without approval beyond the authorized test period, the operator may be directed to shut in the well until the gas can be captured or approval to continue venting or flaring as uneconomic is granted. The operator shall be required to compensate the lessor for that portion of the gas vented or flared without approval which is determined to be unavoidably lost.

The use of materials under BLM jurisdiction will conform to 43 CFR 3610.2-3. Mineral materials displaced in the ordinary course of conducting operations and/or construction activities may be used for oil and gas development purposes within the subject lease in accordance with BLM approved actions. Mineral materials may also be obtained by making application for a mineral material sale under the provisions of 43 CFR 3610.1-1.

Deviations from the proposed drilling and/or workover program shall be approved by the AO. Safe drilling and operating practices must be observed. All wells, whether drilling, producing, suspended, or abandoned, will be identified in accordance with 43 CFR 3162.

"Sundry Notice and Report on Wells" (form 3160-5) will be filed for approval for all changes of plans and other operations in accordance with 43 CFR 3162.3-2.

Section 102(b)(3) of the Federal Oil and Gas Royalty Management Act of 1982, as implemented by the applicable provisions of the operating regulations at Title 43 CFR 3162.4-1(c), requires that "not later than the 5th business day after any well begins production on which royalty is due anywhere on a lease site or allocated to a lease site, resumes production in the case of a well which has been off production for more than 90 days, the operator shall notify the Authorized Officer by letter or sundry notice, Form 3160-5, or orally to be followed by a letter or sundry notice, of the date on which such production has begun or resumed."

Failure to comply with the royalty notice requirement in the manner and time allowed shall result in a civil penalty of up to \$10,000 per violation for each day such violation continues,

not to exceed a maximum of 20 days. See section (109)(c)(3) of the Federal Oil and Gas Royalty Management Act of 1982 and the implementing regulations at Title 43 CFR 3162.4-1(b)(5)(ii).

APD approval is valid for a period of one year from the signature date. An extension period may be granted, if requested, prior to the expiration of the original approval period.

In the event after-hours approval or notification is necessary, one of the following individuals will be contacted:

Ed Forsman (435)789-7077
Petroleum Engineer

Jerry Kenczka (435)781-1190
Petroleum Engineer

BLM FAX Machine (435)781-4410

***PHILLIPS PETROLEUM COMPANY
STANDARD OPERATING PRACTICES***

**RIVER BEND FIELD
MESAVERDE DEVELOPMENT PROGRAM
Duchesne and Uintah Counties, Utah**

ONSHORE ORDER NO. 1

SURFACE USE PLAN OF OPERATIONS

1. Existing Roads:

The location of each well and road access to each well will be shown on maps and described in each submitted, site-specific APD.

All improvements to existing access roads will be described in the site-specific APD and will comply with the Planned Access Road Standard Operating Practices described in Section 2 of this document.

All existing roads will be maintained and kept in good repair during all drilling and completion operations associated with this well.

2. Planned Access Roads:

Planned access roads will be shown on maps and described in each submitted, site-specific APD. New access roads on BLM surface will be crowned (2 - 3%), ditched, and constructed with a running surface of 18 feet and a maximum disturbed width of 30 feet. The disturbed width may be wider than 30 feet when approved by BLM's Authorized Officer (AO) to accommodate large equipment, or to allow for intersections, sharp curves, steep grades, or other safe road construction and maintenance practices. Graveling or capping the roadbed will be performed as necessary to provide a well-constructed and safe road. Prior to construction or upgrading, the proposed road shall be cleared of any snow and allowed to dry. Phillips will construct drainage structures to mitigate any impacts to drainage and erosion in the project area. On Ute Tribal, private, and/or state surface, access road construction will be coordinated with the surface landowner, and Phillips will honor the landowner's preferences to the extent practicable, in accordance with all applicable federal, state, and local laws, rules and regulations. Any landowner specifications or Rights-Of-Way (ROWs) will be attached to the site-specific APD.

Unless specified in the site-specific APD, the following specifications will apply:

- The maximum grade will be less than 8%.

- There will be no turnouts.
- There will be no major cut and fills, culverts, or bridges. If it becomes necessary to install a culvert at some time after approval of the APD, the BLM will be notified of the installation via Sundry Notice.
- The access roads will be centerline flagged during staking.

Surfacing material may be necessary, depending upon weather conditions.

Surface disturbance and vehicular traffic will be limited to the approved location and approved access route. Any additional area needed will be approved in advance.

Access roads and surface disturbing activities will conform to standards outlined in the BLM and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, 1989.

The road surface and shoulders will be kept in a safe and usable condition and will be maintained in accordance with the original construction standards. All drainage ditches and culverts will be kept clear and free flowing and will be maintained according to original construction standards. The access roads will be kept free of trash during operations. All traffic will be confined to the approved access roads. Road drainage crossings shall be of the typical dry creek drainage crossing type. Crossings will be designed to avoid siltation or accumulation of debris in the drainage crossing and so the roadbed does not block the drainages. Erosion of drainage ditches by runoff water will be prevented by diverting water off at frequent intervals by means of cutouts. Should mud holes develop, they will be filled in and detours around them avoided. When snow is removed from the road during the winter months, the snow will be pushed outside of the borrow ditches and the turnouts kept clear so that snowmelt will be channeled away from the road.

3. **Location of Existing Wells Within a 1-Mile Radius:**

A map will be provided with the site-specific APD showing the location of existing wells within a one mile radius.

4. **Location of Existing and Proposed Facilities:**

The following guidelines will apply if the well is productive:

- A dike will be constructed completely around those production facilities that contain fluids (i.e., production tanks, produced water tanks). These dikes will be constructed of compacted subsoil, be impervious, hold 110% of the capacity of the largest tank, and be independent of the back cut. If a Spill Prevention, Control, and Countermeasure (SPCC) Plan is required by the Environmental Protection Agency, the containment dike may be expanded with approval from the AO to meet SPCC requirements. The specific APD will address additional capacity if such is needed due to environmental concerns. (The use of topsoil for the construction of dikes will not be allowed).

- All permanent (on site six months or longer) above the ground structures constructed or installed, including pumping units, will be painted a flat, non-reflective, earthtone color to match one of the standard environmental colors which are described by the five state Rocky Mountain Inter-Agency Committee. All facilities will be painted within six months of installation. The required color for the Operator's facilities in the River Bend Field is Desert Brown, Munsell standard color number 10YR.6/3, unless the AO determines that another color shall be used.
- A description of the proposed pipelines and a map will be included with the site-specific APD. Pipeline segments will be welded together on disturbed areas in or near the location (whenever possible), and dragged into place.

5. Location and Type of Water Supply:

Unless otherwise specified in the site-specific APD, water for drilling and completion purposes will be obtained from the Johnson Water District via Inland Production Company's water taps, and a private water source well via Nebeker Trucking. The specific location of the private water source will be designated in the site-specific APD. Water will be hauled to location over the roads marked on maps included with the site-specific APD.

6. Source of Construction Materials:

Surface and subsoil materials in the immediate area will be utilized.

Any gravel will be obtained from a commercial source.

The use of materials under BLM jurisdiction will conform to 43 CFR 3610.2-3.

7. Methods of Handling Waste Materials:

Drill cuttings will be contained and buried in the reserve pit.

Drilling fluids, including salts and chemicals will be contained in the reserve pit. Upon termination of drilling and completion operations, the liquid contents of the reserve pit will be used at the next drill site or will be removed and disposed of at an approved waste disposal facility within 120 days after drilling is terminated. Immediately upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1.

Unless specified in the site-specific APD, the reserve pit will be constructed on the location and will not be located within natural drainage ways, where a flood hazard exists or surface runoff will destroy or damage the pit walls. The reserve pit will be constructed so that it will not leak, break, or allow discharge of liquids.

Annular disposal of the drilling fluids may be requested as a disposal option. An application

for an individual annular disposal permit will be made prior to disposing of any fluids in this manner.

If it is determined at the onsite inspection that a pit liner is necessary, the reserve pit will be lined with a synthetic reinforced liner a minimum of 12 mil thick, with sufficient bedding used to cover any rocks. The liner will overlap the pit walls and be covered with dirt and/or rocks to hold it in place. Trash or scrap that could puncture the liner will not be disposed of in the pit.

Reserve pit leaks are considered an undesirable event and will be orally reported to the AO.

After first production, produced wastewater will be confined to the approved pit or storage tank, or removed and disposed of at an approved facility, for a period not to exceed 90 days. During the 90-day period, in accordance with Onshore Order # 7, an application for approval of a permanent disposal method and location will be submitted for the Authorized Officer's approval.

The indiscriminate dumping of produced fluids on roads, well sites, or other areas will not be allowed.

Any spills of oil, gas, salt water, or other noxious fluids will be immediately cleaned up and removed to an approved disposal site.

A chemical porta-toilet will be furnished with the drilling rig.

Garbage, trash, and other waste materials will be collected in a portable, self-contained, fully enclosed trash cage during operations. Trash will not be burned on location.

All debris and other waste material not contained in the trash cage will be cleaned up and removed from the location immediately after removal of the drilling rig.

No chemicals subject to reporting under SARA Title III (hazardous materials) in an amount greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling, testing, or completing of wells within the River Bend Field. Furthermore, extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities, will not be used, produced, stored, transported, or disposed of in association with the drilling, testing, or completing of wells within the River Bend Field. Specific APDs shall address any modifications from this policy.

Attachment 1 contains the EPA List of Nonexempt Exploration and Production Wastes.

8. Ancillary Facilities:

a. Surface gas lines:

- No installation of surface gas lines will be performed during periods when the soil is too wet to adequately support installation equipment. If such equipment creates ruts

in excess of three (3) inches deep, the soil will be deemed too wet to adequately support the equipment.

- Where possible, surface gas lines shall be placed as close to existing oil field roads as possible without interfering with normal road travel or road maintenance activities. For lines that are installed cross-country (not along access roads), travel along the lines will be infrequent and for maintenance needs only. If surface disturbance occurs along the lines, the operator will reclaim the land to the satisfaction of the AO of the appropriate surface management agency.
- All surface lines will be either black or brown in color.

9. **Well Site Layout:**

A Location Layout Diagram describing drill pad cross-sections, cuts and fills, and locations of the mud tanks, reserve pit, pipe racks, trailer parking, spoil dirt stockpile(s), and the surface material stockpile(s) will be included with the site-specific APD.

The diagram will describe rig orientation, parking areas, and access roads, as well as the location of the following:

- The reserve pit.
- The stockpiled topsoil (first six inches); All brush removed from the well pad during construction will be stockpiled with the topsoil. Topsoil shall not be used in the construction of facility berms.
- Access roads.

All locations will be fenced according to the following minimum standards:

- The entire location will be fenced and the fence maintained until the reserve pit is drained and recontoured.
- 39-inch net wire will be used with at least one strand of barbed wire on top of the net wire. Barbed wire is not necessary if pipe or some type of reinforcement rod is attached to the top of the entire fence.
- The net wire shall be no more than two inches above the ground. The barbed wire shall be three inches over the net wire. Total height of the fence shall be at least 42 inches.
- Corner posts shall be cemented and/or braced in such a manner to keep the fence tight at all times.
- Standard steel, wood, or pipe posts shall be used between the corner braces. Maximum distance between any 2 fence posts shall be no greater than 16 feet.

- All wire shall be stretched using a stretching device before it is attached to corner posts.
- If flare pits are utilized, they will be located downwind from the prevailing wind direction and constructed in accordance with appropriate BLM guidelines and regulations.

10. **Plans for Reclamation of the Surface:**

a. Producing Location:

Topsoil will be stripped and salvaged to provide for sufficient quantities to be respread to a depth of at least four to six inches (more if readily available on-site) over the disturbed areas to be reclaimed. Topsoil will be stockpiled separately from subsoil materials. Topsoil salvaged from the reserve pit will be stockpiled separately near the reserve pit.

Topsoil that will be stored more than one year before reclamation begins:

- will be windrowed, where possible, to a maximum depth of three (3) to four (4) feet near the margin of the well site;
- will be broadcast seeded with the seed mixture specified in the approved permit immediately after windrowing;
- will be "walked" with tracked heavy equipment to crimp the seeds into the soil.

Immediately upon well completion, the location and surrounding area will be cleared of trash and debris and all unused tubing and materials not required for production.

Before any dirt work associated with location restoration takes place, the reserve pit shall be as dry as possible. All debris in it will be removed. Other waste and spoil materials will be disposed of immediately upon completion of operations.

If a synthetic, nylon-reinforced liner is used, the excess liner will be cut off and removed and the remaining liner will be torn and perforated while backfilling the reserve pit. Alternatively, the pit will be pumped dry, the liner folded into the pit, and the pit backfilled. The liner will be buried to a minimum of four (4) feet deep. The AO will provide a seed mixture to revegetate the reserve pit and other unused disturbed areas at the time of the onsite.

The reserve pit and that portion of the location not needed for production facilities/operations will be recontoured to approximate the natural contours. The reserve pit will be reclaimed within 120 days from the date of well completion, weather permitting. This will be completed by the backfilling and crowning of the pit to prevent water from standing. Topsoil will be respread, and the pit area reseeded immediately following the respreading of the topsoil. The appropriate seed mixture will be provided

by the AO.

b. Dry Hole/Abandoned Location:

At the time of final abandonment, the intent of reclamation will be to return disturbed areas to near natural conditions in accordance with applicable federal and state laws, rules and regulations and agreements with private surface landowners. All disturbed surfaces will be recontoured to the approximate natural contours, with reclamation of the well pad and access roads to be performed within six (6) months, weather permitting, after final abandonment. The surface of disturbed areas will be recontoured to blend all cuts, fills, road berms, and borrow ditches to be natural in appearance as compared to the surrounding terrain. Abandoned well sites, roads, and other disturbed areas will be restored as near as practical to their original condition. Where applicable, these conditions may include the reestablishment of irrigation systems, the reestablishment of appropriate soil conditions, and the reestablishment of vegetation as specified.

After recontouring of disturbed areas, any stockpiled topsoil will be spread over the surface, and the area reseeded immediately. The location and access roads will be revegetated to the satisfaction of the AO of the appropriate surface management agency and in accordance with any applicable agreements with private surface landowners. The seed mixture will be that provided at the time of the onsite or, the AO will be contacted at the time of reclamation for the appropriate seed mixture. Seed will be drilled on the contour to an appropriate depth. Reseeding operations will be performed immediately after completion of reclamation operations.

Dry mulch may be considered as one method to enhance the re-establishment of desired native plant communities. If straw or hay mulch is used, the straw or hay must be certified "weed-free" and the certification documentation submitted to the AO prior to its application.

At final abandonment, the casing will be cut off at the base of the cellar or 3 feet below the final restored ground level, whichever is deeper. The Operator will cap the casing with a metal plate a minimum of 0.25 inches thick. The cap will be welded in place and the well location and identity will be permanently inscribed on the cap. The cap will be constructed with a weep hole.

11. Surface Ownership:

The ownership of the access roads and/or flowline/electric line routes will be specified on the site-specific APD.

The ownership of the well location will be specified on the site-specific APD.

12. Other Information:

All lease and/or unit operations will be conducted in such a manner that full compliance is

made with all applicable laws, regulations, Onshore Oil and Gas Orders, the approved Plan of Operations, and any applicable Notice to Lessees. A copy of these conditions will be furnished to the Operator's subcontractors to promote compliance.

All travel will be restricted to approved access road routes.

The Operator will control noxious weeds along access roads, pipeline routes, well sites or other applicable facilities. A list of noxious weeds may be obtained from the BLM or the appropriate County Extension Office. Any noxious weed outbreaks directly attributed to the activities of the Operator will be the responsibility of the Operator to control. On BLM administered land, a Pesticide Use Proposal will be submitted and approved prior to the application of herbicides or other pesticides or possibly hazardous chemicals.

Drilling rigs and/or equipment used during drilling operations on this location will not be stacked or stored on Federal Lands after the conclusion of drilling operations or at any other time without BLM authorization. If BLM authorization is obtained, such storage will be only a temporary measure.

Unless previously conducted, a Class III archeological survey will be conducted on all Federal and/or Tribal lands. All personnel will refrain from collecting artifacts and from disturbing any significant cultural resources in the area. Phillips is responsible for informing all persons in the area who are associated with this project that they may be subject to prosecution for knowingly disturbing historic or archaeological sites or for collecting artifacts. All vehicular traffic, personnel movement, construction, and restoration activities will be confined to the areas examined, as referenced in the archaeological report, and to the existing roadways and/or evaluated access routes. If historic or archaeological materials are uncovered during construction, Phillips will immediately stop work that might further disturb such materials and contact the AO and the Ute Tribe Energy and Mineral Department. Within five working days, the AO will inform the Operator as to:

- Whether the materials appear eligible for the National Historic Register of Historic Places;
- The mitigation measures the Operator will likely have to undertake before the site can be used (assuming in situ preservation is not necessary); and,
- A time frame for the AO to complete an expedited review under 36 CFR 800.11 to confirm, through the State Historic Preservation Officer, that the findings of the AO are correct and that mitigation is appropriate.

If Phillips wishes, at any time, to relocate activities to avoid the expense of mitigation and/or the delays associated with this process, the AO will assume responsibility for whatever recordation and stabilization of the exposed materials may be required. Otherwise Phillips will be responsible for mitigation costs. The AO will provide technical and procedural guidelines for the conduct of mitigation. Upon verification from the AO that required mitigation has been completed, Phillips will then be allowed to resume construction.

On surface lands administered by the BIA, all Surface Use Conditions of Approval associated with the BIA Concurrence Letter and Environmental Analysis Mitigation Stipulations will be adhered to, including:

- Any/all contractors used by Phillips will have acquired a Tribal Business License and have access permits prior to construction.
- If the surface rights are owned by the Ute Indian Tribe and mineral rights are owned by another entity, an approved right-of-way will be obtained from the BIA before Phillips begins any construction activities. The BIA right-of-way application will be delivered under separate cover. If the surface is owned by another entity and the mineral rights are owned by the Ute Indian Tribe, a right-of-way will be obtained from the other entity.
- Upon completion of the APD and right-of-way construction, the Ute Tribe Energy and Mineral Department will be notified so that a Tribal Technician can verify an Affidavit of Completion.
- Phillips' employees, including subcontractors, will not gather firewood along roads constructed by Phillips. If woodcutting is required, a permit will be obtained from the Forestry Department of the BIA pursuant to 25 CFR 169.13 "Assessed Damages Incident to Right-of Way Authorization." Phillips, its subcontractors, vendors and their employees or agents may not disturb saleable timber (including firewood) without a duly granted wood permit from the BIA Forester.
- All roads constructed by Phillips on the Ute Indian Reservation will have appropriate signs. Signs will be neat and of sound construction. The sign will state: (a) that the land is owned by the Ute Indian Tribe, (b) the name Phillips Petroleum Company, (c) that firearms are prohibited to all non-Ute Tribal members, (d) that permits must be obtained from the BIA before cutting firewood or other timber products, and (e) only authorized personnel permitted.
- All well site locations on the Ute Indian Reservation will have an appropriate sign indicating the name Phillips Petroleum Company, the lease serial number, the well name and number, the survey description of the well (either footages or the quarter/quarter section, the section, township, and range).

13. Lessee's or Operator's Representative and Certification:**Operations Representative**

Name: Janis D. Evans
Petroleum Engineer
Address: Phillips Petroleum Company
9780 Mt. Pyramid Court, Suite 200
Englewood, CO 80112
Telephone: (303) 643-4364

Right-of-Way Representative

Name: Deanna J Walker
Senior Real Estate Specialist
Address: Phillips Petroleum Company
Insurance, Real Estate & Claims
P.O. Box 105
Livermore, CO 80536
Telephone: (970) 498-9677; Fax: (970) 498-9687

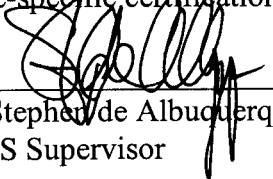
Health, Environmental & Safety Representative

Name: Steve de Albuquerque
Address: Phillips Petroleum Company
E&P-Americas Division
Rocky Mountain Region
9780 Mt. Pyramid Ct., Suite 200
Englewood, CO 80112
Telephone: (303) 643-3942; Fax: 303-643-4378
Cell (720) 810-3337

Certification: All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil and Gas Orders, the approved Plan of Operations, and any applicable Notice to Lessees.

Phillips Petroleum Company will be fully responsible for the actions of its subcontractors. A complete copy of the approved "Application for Permit to Drill" will be furnished to the field representative(s) to ensure compliance and shall be on location during all construction and drilling operations.

Site-specific certification will be submitted with the site-specific APD.



J. Stephen de Albuquerque
HES Supervisor

8-27-01

Date

ATTACHMENT 1**EPA's LIST OF NONEXEMPT EXPLORATION AND PRODUCTION WASTES**

While the following wastes are nonexempt, they are not necessarily hazardous.

- Unused fracturing fluids or acids
- Gas plant cooling tower cleaning wastes
- Painting wastes
- Oil and gas service company wastes, such as empty drums, drum rinsate, vacuum truck rinsate, sandblast media, painting wastes, spent solvents, spilled chemicals, and waste acids
- Vacuum truck and drum rinsate from trucks and drums, transporting or containing nonexempt waste
- Refinery wastes
- Liquid and solid wastes generated by crude oil and tank bottom reclaimers
- Used equipment lubrication oils
- Waste compressor oil, filters, and blowdown
- Used hydraulic fluids
- Waste solvents
- Waste in transportation pipeline-related pits
- Caustic or acid cleaners
- Boiler cleaning wastes
- Boiler refractory bricks
- Incinerator ash
- Laboratory wastes
- Sanitary wastes
- Pesticide wastes
- Radioactive tracer wastes
- Drums, insulation and miscellaneous solids

**CULTURAL RESOURCE INVENTORY OF
PHILLIP PETROLEUM'S PROPOSED
SEVEN RIVER BEND WELL LOCATIONS,
UINTAH COUNTY, UTAH**

by

Keith R. Montgomery

Prepared For:

**Bureau of Land Management
Vernal Field Office**

Prepared Under Contract With:

**Phillips Petroleum Company
13 D3 Phillips Building
Bartlesville, Oklahoma 74004**

Prepared By:

**Montgomery Archaeological Consultants
P.O. Box 147
Moab, Utah 84532**

MOAC Report No. 01-74

June 25, 2001

**United States Department of Interior (FLPMA)
Permit No. 01-UT-60122**

**State of Utah Antiquities Project (Survey)
Permit No. U-01-MQ-288b**

INTRODUCTION

A cultural resource inventory was conducted by Montgomery Archaeological Consultants (MOAC) for Phillips Petroleum Company's proposed seven 40-acre parcel River Bend Project Area well locations (Figures 1 through 5). The project area is situated to the west of the Green River, south of Eightmile Flat, in the Little Desert area in Uintah County, Utah. The survey was implemented at the request of Mr. Jon Holst, permitting agent for Phillips Petroleum Company, Bartlesville, Oklahoma. The project area occurs on public lands administered by the Bureau of Land Management (BLM), Vernal Field Office.

The objectives of the inventory were to locate, document, and evaluate any cultural resources within the project area in accord with Section 106 of 36 CFR 800, the National Historic Preservation Act of 1966 (as amended). Also, the inventory was implemented to attain compliance with a number of federal and state mandates, including the National Environmental and Historic Preservation Act of 1969, the Archaeological and Historic Conservation Act of 1972, the Archaeological Resources Protection Act of 1979, and the American Indian Religious Freedom Act of 1978.

The fieldwork was performed by Keith Montgomery, assisted by Roger Stash and Melissa Elkins, on June 6, 7, 8, 13, 16, and 18, 2001. The work was conducted under the auspices of U.S.D.I. (FLPMA) Permit No. 01-UT-60122 and State of Utah Antiquities Project (Survey) No. U-01-MQ-288b. On May 3, 2001 a file search for previous projects and documented cultural resources was conducted by the author at the BLM Vernal Field Office. This consultation indicated that several inventories have been conducted in the project area. Archeological-Environmental Research Corporation conducted a sample survey for the MAPCO River Bend project in 1980 (Hauck 1980). A lithic scatter (42Un868) was documented in the current project area. The site contained lithic debitage, cores and biface performs manufactured from local quartzite. It was evaluated as not eligible for National Register of Historic Places (NRHP) inclusion since it represented a typical cultural resource type in the area and lacked depth potential. In 1981, Nickens and Associates completed a survey for the Moon Lake Transmission Lines project (Christensen 1981). Site 42Un1181, a large surface quarry, was documented in T 9S, R 18E, S. 28 and 29, and incorporated previously recorded 42Un868, as well as other small sites in the area. Cultural materials observed at the locality included quartzite primary and secondary flakes as well as cores. There was no evidence of depth or concentrations of culturally altered materials. The site is evaluated as not eligible to the NRHP. In 2000, Grand River Institute inventoried the Federal 31-29-9-19 well location in T 9S, R 19E, S. 29 for Gilman A. Hill (Conners 2000). During this inventory a portion of the large lithic procurement site (42Un1181) was encountered and no further work was recommended. The well location and access road was built within the boundaries of this non-significant cultural resource.

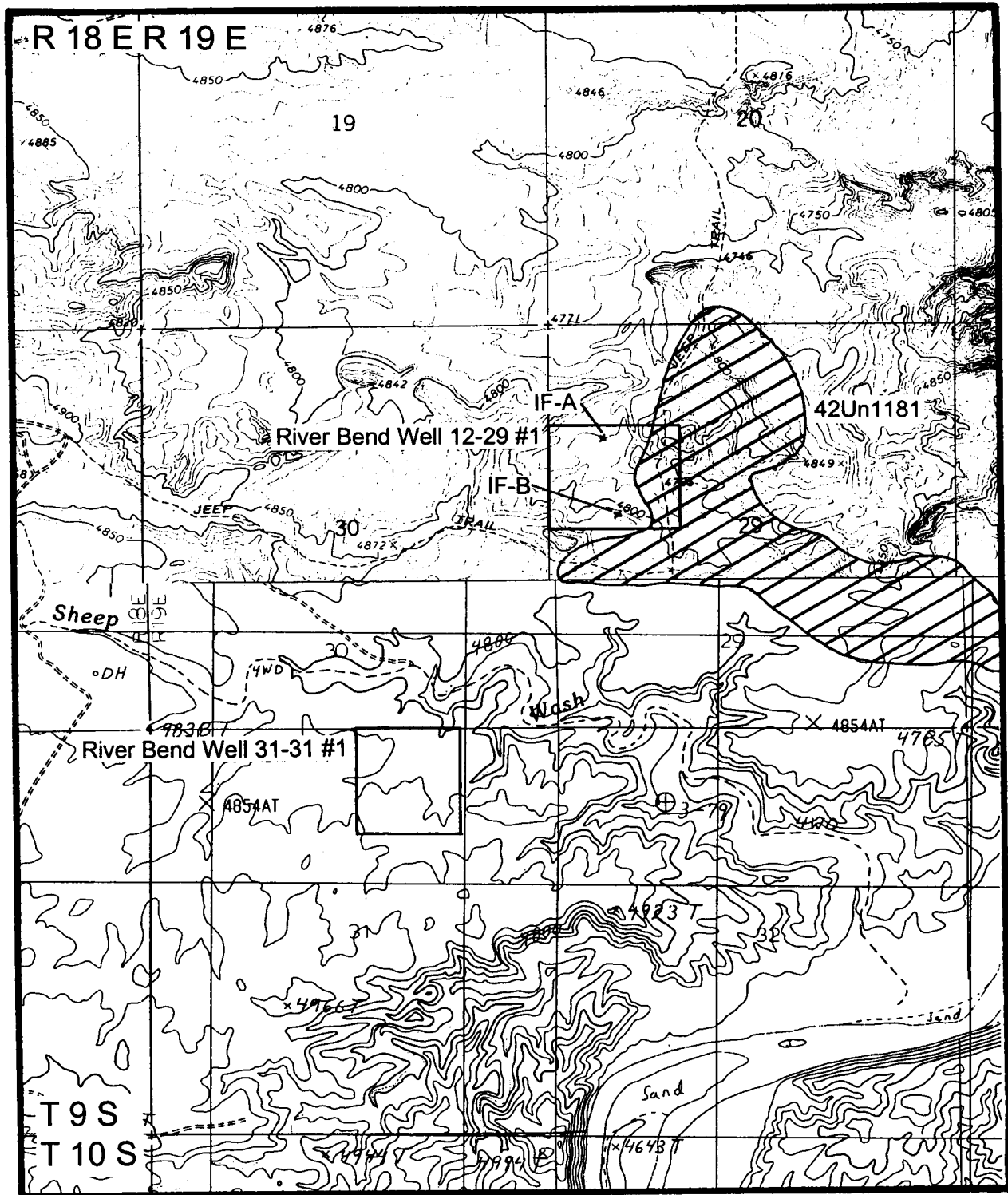


Figure 1. Inventory Area of Phillips Petroleum's River Bend 12-29 #1 and River Bend 31-31 #1 Well Locations showing Cultural Resource. USGS 7.5' Uteland Butte, UT 1964 and Moon Bottom, UT 1985. Scale 1:24000.

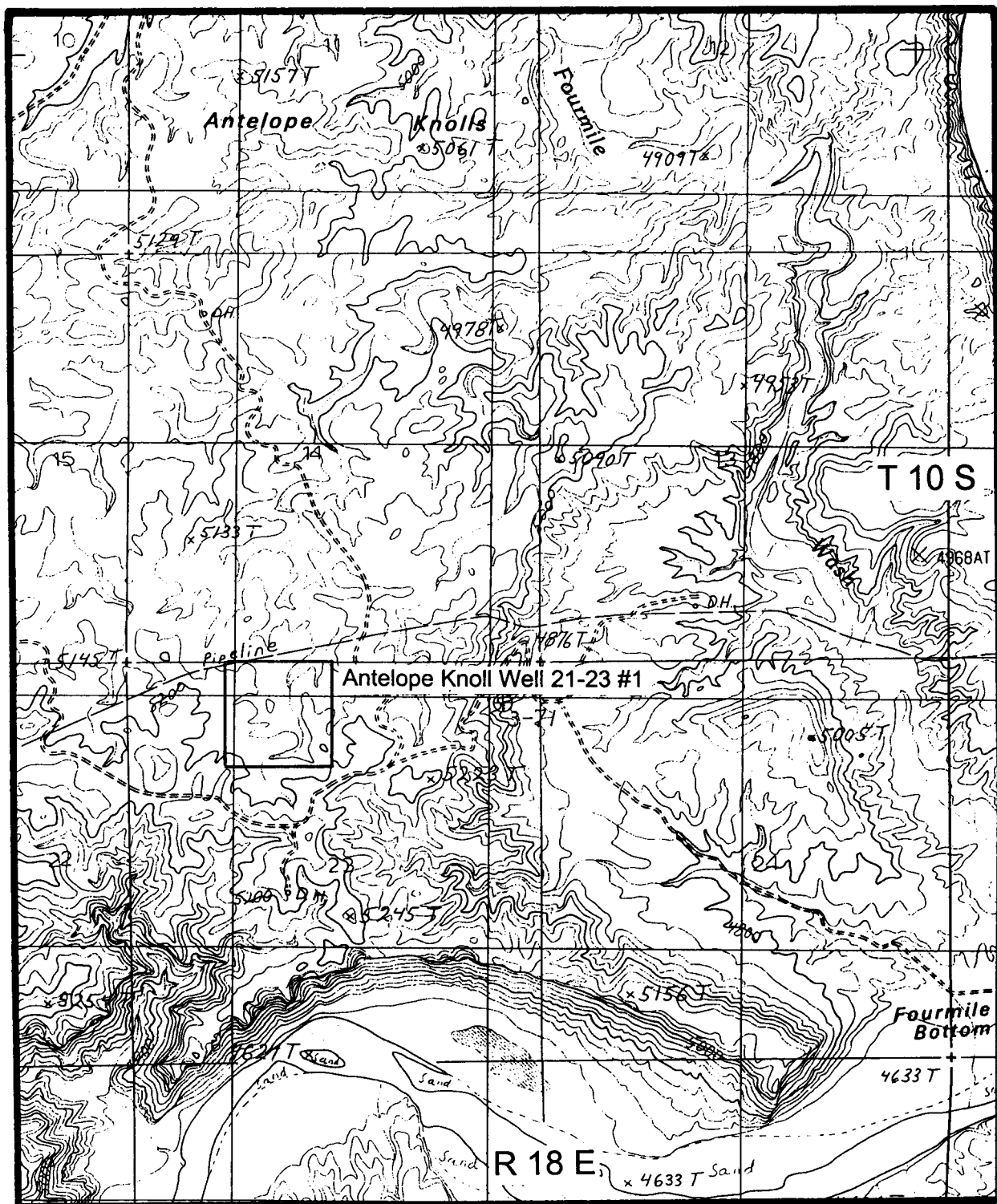


Figure 2. Inventory Area of Phillips Petroleum's Antelope Knoll 21-23 #1 Well Location. USGS 7.5' Moon Bottom, UT 1985. Scale 1:24000.

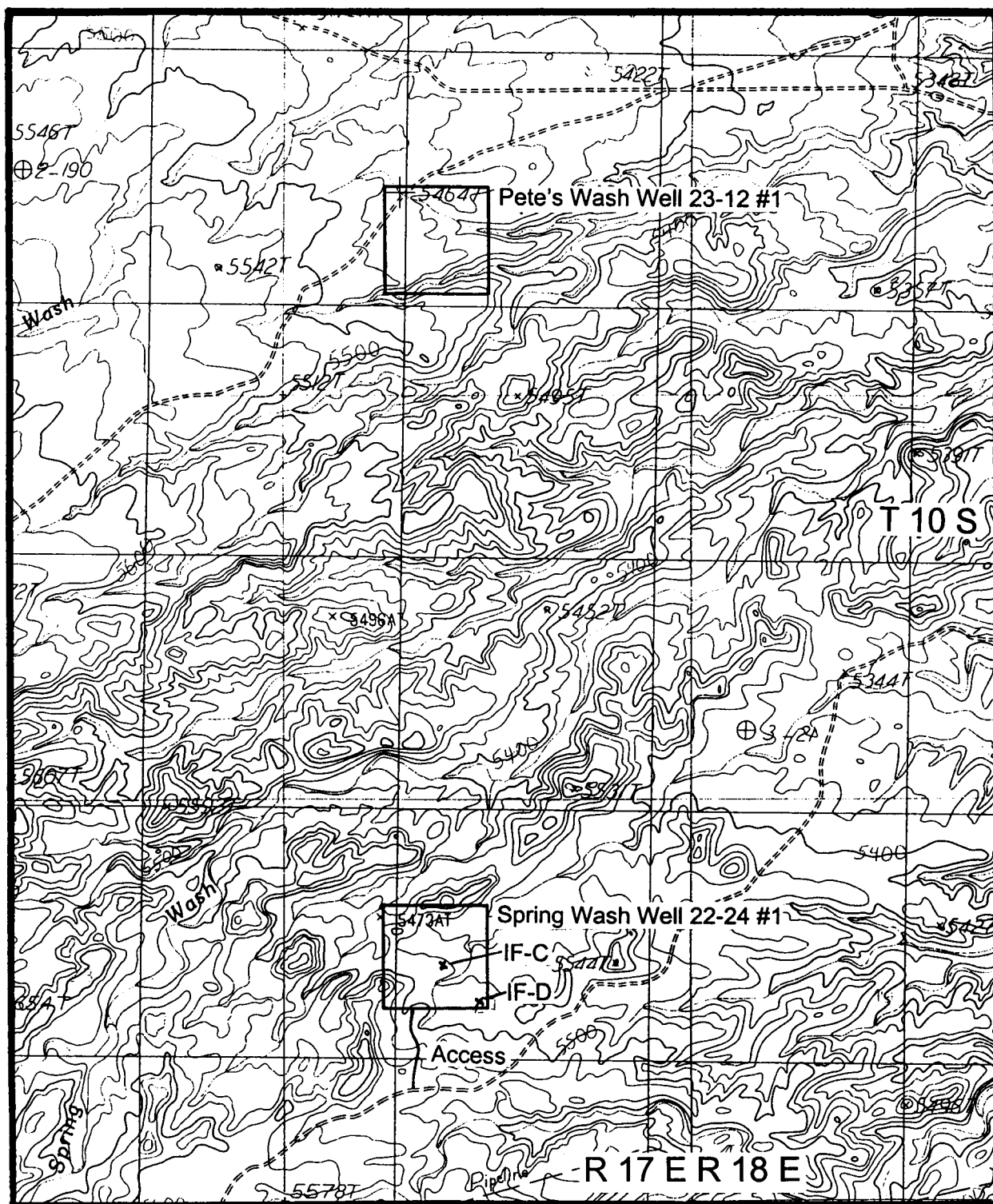


Figure 3. Inventory Area of Phillips Petroleum's Petes Wash 23-12 #1 and Spring Wash 22-24 #1 Well Locations showing Cultural Resource. USGS 7.5' Crow Knoll, UT 1985. Scale 1:24000.

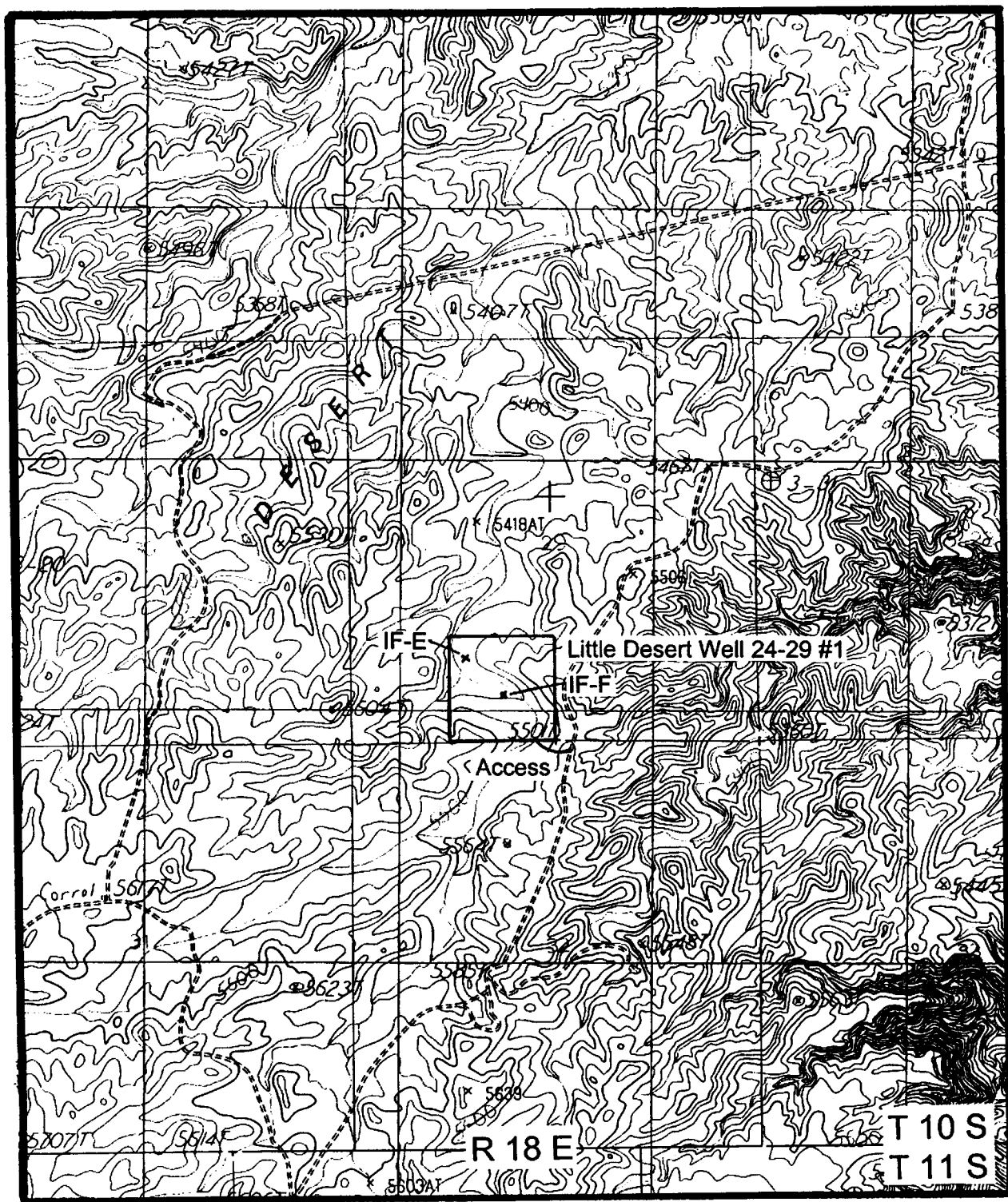


Figure 4. Inventory Area of Phillips Petroleum's Little Desert 24-29 #1 Well Location showing Cultural Resource. USGS 7.5' Crow Knoll, UT 1985. Scale 1:24000.

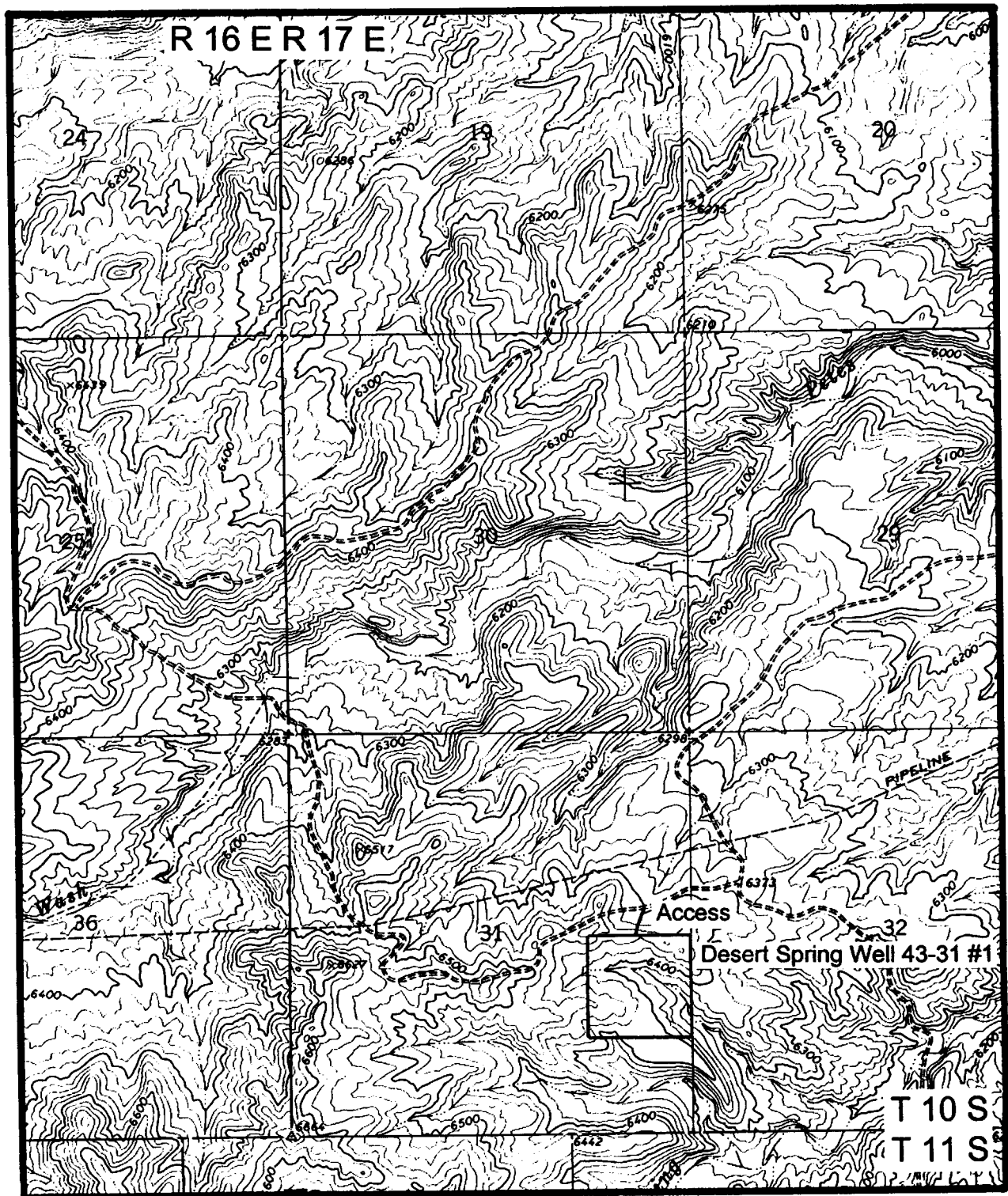


Figure 5. Inventory Area of Phillips Petroleum's Desert Spring 43-31 #1 Well Location. USGS 7.5' Wilkin Ridge, UT 1965. Scale 1:24000.

In 2001, MOAC conducted an inventory of the Phillips Petroleum proposed pipeline for the Federal 31-29-9-19 well location (Montgomery 2001a). The inventory resulted in the relocation of 42Un1181, evaluated as not eligible to the NRHP. Also in 2001, MOAC inventoried proposed well locations Federal 24-7-1 and Federal 12-17-1 for Phillips Petroleum (Montgomery 2001b). This inventory resulted in the documentation of two isolated finds of artifacts. A third inventory was conducted in 2001 by MOAC in the vicinity of the current project area for Phillips Petroleum (Montgomery 2001c). This inventory of the proposed well location 23-29-9-19 resulted in the relocation of the previously documented site 42Un1181.

DESCRIPTION OF PROJECT AREA

The project area lies west of the Green River, and south of Eightmile Flat, in the Little Desert area of the Uinta Basin, to the south of Myton, Utah. The legal descriptions of the proposed seven well locations are found in Table 1. In general, the study area is situated within the Tavaputs Plateau division of the Uintah Basin physiographic province (Stokes 1986). Topographically, this area consists of highly dissected ridges with sandstone knolls and ledges. Soils encountered were rocky, shaley, silty, and sandy loam, derived from underlying sandstone exposures. The upper Eocene Uinta Formation is composed of eroded outcrops formed by fluvial deposited stream laid interbedded sandstone and mudstone. This formation is well-known for its fossiliferous nature and distinctive mammalian fauna of mid-Eocene Age, and is the type formation for the Uintan Land Mammal Age (Wood et al. 1941). Common vertebrate include turtles, crocodilians, fish, and some mammals. The nearest permanent water source is the Green River located about to the east. Named intermittent drainages include Sheep Wash, Fourmile Wash, Desert Spring Wash, and Pete's Wash. The elevation ranges from 4780 to 5520 feet a.s.l. Vegetation is a Shadscale Desert Community that includes greasewood, shadscale, rabbitbrush, Russian thistle, Mormon tea, snakeweed, yucca, prickly pear cactus, and Indian ricegrass. Modern disturbances consist of oil/gas development, livestock grazing, and roads.

Table 1. Legal Description of the Seven Proposed Well Locations

Well Location Designation	Legal Location	Cultural Resource
River Bend Well 12-29 #1	T9S, R19E, Sec. 29 SW/NW	IF-A, IF-B
River Bend Well 31-31 #1	T9S, R19E, Sec. 31 NW/NE	None
Antelope Knoll Well 21-23 #1	T10S, R18E, Sec. 23 NE/NW	None
Pete's Wash Well 23-12-#1	T10S, R17E, Sec. 12 NE/SW	None
Spring Wash Well 22-24 #1	T10S, R17E, Sec. 24 SE/NW	IF-C, IF-D
Little Desert Well 24-29 #1	T10S, R18E, Sec. 29 SE/SW	IF-E, IF-F
Desert Spring Well 43-31 #1	T10S, R17E, Sec. 31 NE/SE	None

SURVEY METHODOLOGY

An intensive pedestrian survey was performed for this project which is considered 100% coverage. The archaeologists walked parallel transects across the 40-acre inventory parcels, spaced no more than 10 m (30 ft) apart. Ground visibility was considered good. A total of 280 acres was inventoried on BLM administered land, Vernal Field Office.

INVENTORY RESULTS

The inventory resulted in the location of a previously recorded site, 42Un1181, that was observed along the east edge of proposed River Bend Well 12029 #1 well location. In addition, six isolated finds of artifacts were found (IF-A through IF-F).

Isolated Find A (IF-A) is located in the NE/SW/NW of Sec. 29, T 9S, R 19E; UTM 601528E/4428791N. It is a brown opaque chert core with 8 flakes detached from narrow and wide margins (5.5x4x1.5cm).

Isolated Find B (IF-B) is located in the SE/SW/NW of Sec. 29, T 9S, R 19E; UTM 601596E/4428488N. It consists of a gray opaque chert scraper with pressure flaking visible along a lateral edge and evidence of use wear.

Isolated Find C (IF-C) is located in the SE/SE/NW of Sec. 24, T 10S, R 17E; UTM 589200E/4420400N. It consists of a white opaque chert secondary decortication stage flake.

Isolated Find D (IF-D) is located in the SE/SE/NW of Sec. 24, T 10S, R 17E; UTM 589340E/4420200N. It consists of a white semitranslucent chert secondary decortication stage flake.

Isolated Find E (IF-E) is located in the NW/SE/SW of Sec. 29, T 10S, R 18E; UTM 592240E/4418220N. It consists of a solder dot closure evaporated milk can with a church key opening. It measures 3" in diameter, and 4-15/16" in length.

Isolated Find F (IF-F) is located in the SE/SE/SW of Sec. 29, T 10S, R 18E; UTM 592410E/4418080N. It consists of a sandstone portable milling groundstone fragment (9 [INC] x 7.2[INC] x 3.8 cm). One face exhibits 85% ground surface with pecking, and the opposite face shows approximately 25% ground surface with no pecking visible.

MANAGEMENT RECOMMENDATIONS

The inventory of seven proposed 40-acre well location parcels in the River Bend Project Area for Phillips Petroleum resulted in the recordation of six isolated finds of artifacts. These cultural resources are considered not eligible to the NRHP. Based on the findings, a determination of "no historic properties affected" is recommended for this project pursuant to Section 106, CFR 800.

REFERENCES CITED

- Christensen, D.
1981 Inventory of the Moon Lake Transmission Lines in Uintah County, Utah. Nickens and Associates, Montrose, CO.
- Conners, C.E.
2000 Class III Cultural Resource Inventory of the Proposed Federal #31-29 Well Location and 1.0 Mile of Related Access in Uintah County, Utah. Grand River Institute, Grand Junction. Report No. U-00-GB-0441b.
- Hauck, F.R.
1980 Evaluation of the MAPCO River Bend Sample Survey Units in the Eight Mile Flat, Green River Locality, Uintah County, Utah. Archeological-Environmental Research Corporation, Bountiful, Utah.
- Montgomery, K.R.
2001a Cultural Resource Inventory of Phillip Petroleum's Proposed Pipeline For Federal 31-29-9-19 Well Location, Uintah County, Utah. Montgomery Archaeological Consultants, Moab, Utah. Project No. U-01-MQ-0213b. On file at the BLM Vernal Field Office.
- 2001b Cultural Resource Inventories of Phillip Petroleum's Well Locations Federal 24-7-1 and Federal 12-17-1 in Uintah County, Utah. Montgomery Archaeological Consultants, Moab, Utah. Project No. U-01-MQ-0036b. On file at the BLM Vernal Field Office.
- 2001c Cultural Resource Inventory of Phillip Petroleum's Proposed Well Location #23-19-9-19, Uintah County, Utah. Montgomery Archaeological Consultants, Moab, Utah. Project No. U-01-MQ-0257b. On file at the BLM Vernal Field Office.
- Stokes
1986 *Geology of Utah*. Utah Museum of Natural History, University of Utah, Salt Lake City.
- Wood, H.E., R.W. Chaney, J. Clark, E.H. Colbert, G.L. Jepsen, J.B. Reedsides, Jr., and C. Stock
1941 Nomenclature and correlation of the North American continental Tertiary. Bulletin of the Geological Society of America 52: 1-48.

Paleontological Resource Inventory Report

Phillips Wells:

**Spring Wash 22-24 #1
Pete's Wash 23-12 #1
Desert Spring 43-31 #1
Little Desert 24-29 #1
Antelope Knolls 21-23 #1
Riverbend 31-31 #1
Riverbend 12-29 #1**

Duchesne & Uintah Counties, Utah

11 August 2001

Prepared by Rod Scheetz, Ph.D.
485 Fruitwood Drive
Grand Junction, CO 81504
970-434-9089

INTRODUCTION

At the request of Jon Holst, of Jon D Holst & Associates, as recommended by Blaine Phillips of the BLM, a paleontological inventory of seven 40 acre parcels for Phillips Petroleum, was conducted by Rod Scheetz on 19-24 June 2001. The survey was conducted under Paleontological Resources Use Permit #UT-S-01-004. This survey to locate, identify and evaluate paleontological resources was done to meet requirements of Executive Order 11593, The National Environmental Act of 1969, and other Federal laws and regulations that protect paleontological resources.

FEDERAL AND STATE REQUIREMENTS

As mandated by the US Department of the Interior Bureau of Land Management, paleontologically sensitive geologic formations included in BLM lands involved in exchanges need be evaluated for their paleontological resources. This requirement complies with:

- 1) The Historic Sites Act of 1935 (P.L. 74-292; 49 Stat. 666, 16 U.S.C. 461 *et seq.*);
- 2) The National Environmental Policy Act of 1969 (NEPA)(P.L. 91-190; 31 Stat. 852, 42 U.S.C. 44321-4327);
- 3) The Federal Land Policy and Management Act of 1976 (P.L. 94-579; 90 Stat. 2743, U.S.C. 1701-1782);
- 4) Under policy dictated by the BLM paleontology planning mitigation document IM-96-67 (4 March 1996) formations are ranked according to their paleontological potential:
 - *Condition 1* is applied to those areas known to contain fossil localities, and special consideration of the known resources is in need of evaluation.
 - *Condition 2* is applied to areas that have exposures of geologic rock units known to have produced fossils elsewhere.
 - *Condition 3* are areas unlikely to produce fossils based on surficial geology.

Although these guidelines apply mostly to vertebrate fossils, they are equally designed to help protect rare plant and invertebrate fossils, especially "type" localities. Likewise, many fossils, though common and unimpressive in and of themselves, can be important paleo-environmental, depositional, and chronostratigraphic indicators.

PREVIOUS WORK

The Uinta Formation, within the Uinta Basin in northeast Utah, is composed primarily of lacustrine sediments in the west, and fluvial clays, muds and sands in the east (Bryant et al, 1990; Ruder et al, 1976). The Uintah Formation is well-known for its fossiliferous nature and distinctive mammalian fauna of mid-Eocene Age, and is the type formation for the Uintan Land Mammal Age (Wood et al, 1941).

Early stratigraphic work within the Uinta Formation focused on the definition of rock units and attempted to define a distinction between early and late Uintan faunas (Riggs, 1912; Peterson and Kay, 1931; Kay 1934). The emphasis in more recent decades focused on magnetostratigraphy, radioscopic chronology, and continental biostratigraphy (Flynn 1986, Prothero, 1990; Prothero and Swisher, 1990; Prothero and Swisher, 1992; Walsh, 1996). (See Walsh 1996 for recent review.) Previous consensus suggests early and late Uintan faunas coincided with Uinta B and Uinta C rock respectively. However, this view is currently being challenged and tested by workers from Washington University.

FIELD METHODS

Considerable effort was made to locate, identify and evaluate any and all significant fossils or fossil horizons exposed within the designated boundary. Areas of prime attention were erosional surfaces and fresh outcrops. These areas were surveyed for exposed vertebrate, invertebrate, and plant fossils. Anthills were investigated to identify possible microvertebrate horizons that would not otherwise be evident on weathered surfaces. Contacts along sandstone units provided several invertebrate trace fossils. Fossil bone fragments are common throughout the area surveyed. Especially common are fossil turtle or tortoise fragments exhibiting various stages of deterioration. Because of their abundance the majority of the turtle fragments were not recorded. However, all fossil chelonians represented by a significant portion of an individual and those useful in identifying fossiliferous horizons were recorded. The resistant nature of carapace and plastron parts allows for a single deteriorated turtle to fragment and scatter over an area of up to ten square meters (personal observation). Other vertebrate fossils will, on the other hand, deteriorate completely in place and will not be noticed unless discovery is made during initial stages of exposure. The presence of turtle fossils is indicative of favorable preservational conditions, and their presence should not therefore be ignored. Only a cursory survey was performed on soil horizons, because fossil fragments, although common, are out of place and weathered, providing little information.

DRILL-WELL DESCRIPTIONS**SUMMARY TABLE**

Prospect Name	Well Name	Location	Findings	Clearance Status
Spring Wash	22-24 #1	SE/NW Sec 24 T10S R17E	turtle cast	Clear
Pete's Wash	23-12 #1	NE/SW Sec 12 T10S R17E	invert traces	Clear
Desert Spring	43-31 #1	NE/SE Sec 31 T10S R17E	no fossils	Clear
Little Desert	24-29 #1	SE/SW Sec 29 T10S R18E	invert traces, turtle frags	Clear
Antelope Knoll	21-23 #1	NE/NW Sec 23 T10S R18 E	turtle frags	Conditional
Riverbend	31-31 #1	NW/NE Sec 31 T9S R19E	invert traces	Clear
Riverbend	12-29 #1	SW/NW Sec 29 T9S R19E	invert traces	Clear

PHILLIPS 22-24 #1

Location of Project:

A paleontological resource survey was conducted on a large 40 acre parcel for Spring Wash well location Phillips 22-24 #1 SE/NW Sec 24, T 10 S, R 17 E) and access (Fig. 1) near Spring Wash in the Little Desert area, within the Crow Knoll, Utah USGS Quadrangle Map, Uintah County, Utah.

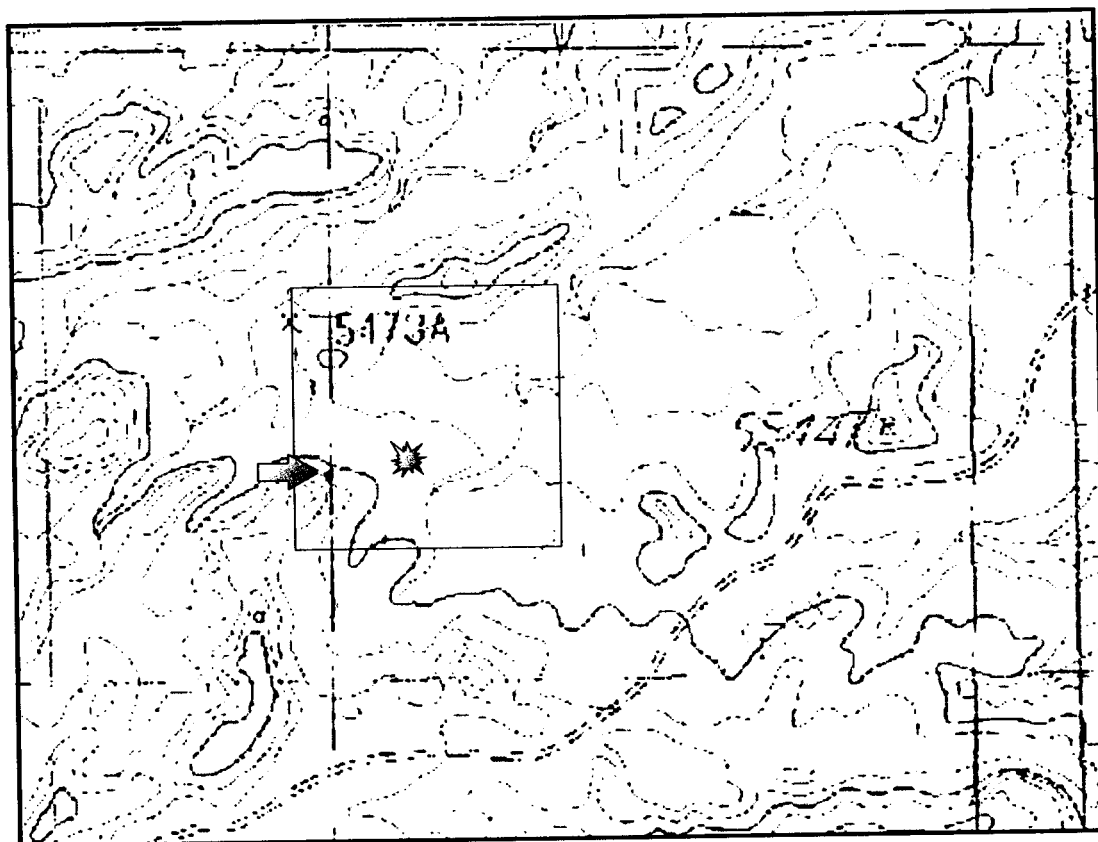


Figure 1. Location of Phillips 22-24 #1 (*) in the SE/NW 1/4, Section 24, T 10 S, R 17 E. Portion of internal cast of turtle (arrow) near west edge of parcel. Scale: 1"= 0.188 miles.

Geological and Paleontological Overview:

The geomorphology of the SE/NW of Section 24 is controlled by less than 80 stratigraphic feet of predominantly fluvial lithosomes forming short hills capped by resistant red sandstone and siltstone units separated by a broad flat drainage of alluvium and eolian sands. Some low relief exhumed channel sands are exposed within the broad expanse of the lowland. Areas not covered in soils and wind-blown sands provide ample outcrop exposures.

Thick sandstone units on the hills bear occasional isolated bone fragments. Fossil bone fragments are common within the parcel, consisting mostly of fossil turtle/tortoise shell. Most weathered bone occurs as small quarter- and dime-size fragments, with edges worn and rounded. These fragments are especially abundant in the nearly flat outwash drainages. Their worn condition and scattered distribution suggest they occur as lag, either washed in from higher ground, or deflated from an overlying unit.

In a thick brown, medium-grained sandstone unit on the hill within the southwest portion of the parcel (Fig. 1), an inner cast of a small ½ turtle was found. The fossil had been exposed for a considerable time for much of it to have disintegrated away. No diagnostic features remain.

Survey Findings:

Only one locality was identified as an individual turtle eroding in place. This locality, however, bear fossils in such advanced stages of deterioration, there is little hope of salvage. No diagnostic features remain. Considering the abundance of similar turtles throughout the Uinta Formation, no mitigation will be required.

Label on map (Fig. 1)	UTM Coordinates	Fossil Type
Arrow	588998.1 m E 4420322.3 m N Z 12	Inner cast Turtle

Recommendations:

Based on a ground survey, we find no evidence of fossils, or fossil horizons, that would indicate the need to limit development for a drill pad or access road within the SE/NW of Section 24.

Paleo Clearance Granted

PHILLIPS 23-12 #1

Location of Project:

A paleontological resource survey was conducted on a large 40 acre parcel for Pete's Wash well location Phillips 23-12 #1 NE/SW Sec 12, T 10 S, R 17 E) and access (Fig. 2) near the south edge of Eightmile Flat, within the Croll Knoll, Utah USGS Quadrangle Maps, Uintah County, Utah.

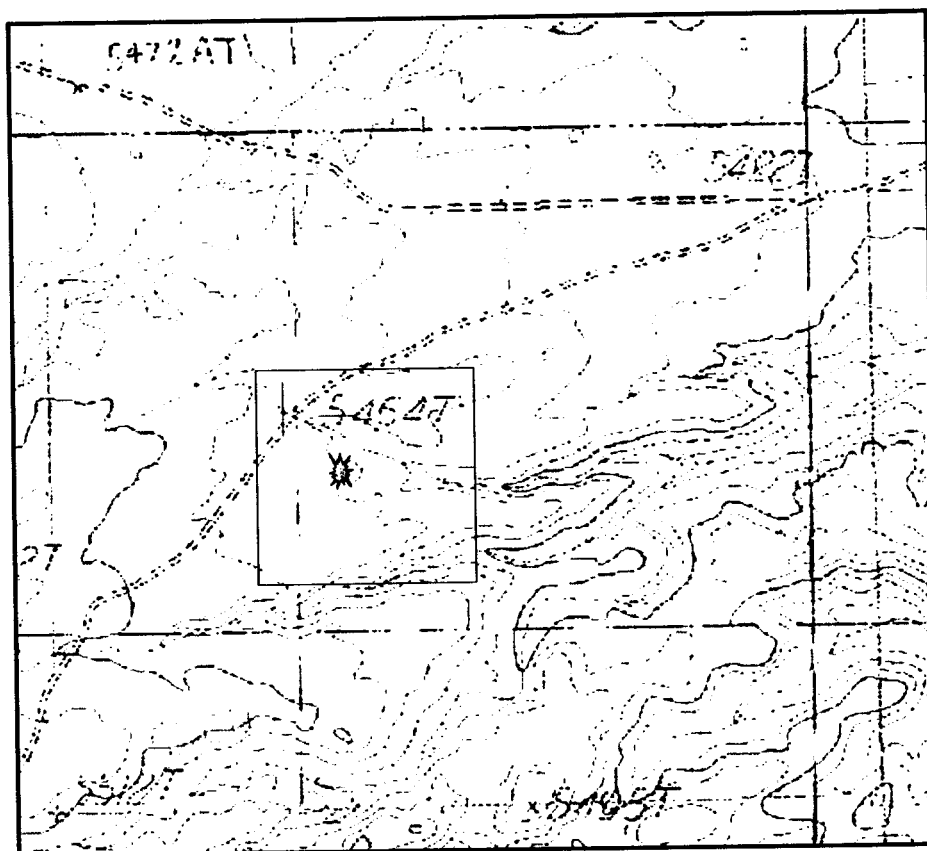


Figure 2. Phillips 23-12 #1 (*) located within the NE/SW of Section 12, T 10 S, R 17 E. Scale: 1"= 0.236 miles.

Geological and Paleontological Overview:

The geomorphology of the NE/SW of Section 12 consists of a relatively flat- to gently sloping terrace, cut by a drainage on the south edge of the parcel and within the eastern portion. Nearly 90% of the parcel is covered in residuum, soils, or alluvium. Along drainages, bedrock is composed of less than 50 stratigraphic feet of predominantly lacustrine tan claystones and some fluvial sandstone and siltstone lenses 6" to 2' thick, often mottled with crayfish burrows. Some outcrop occurs on top the terrace flat, but is often obscured by residuum.

Survey Findings:

Invertebrate trace fossils of crayfish are common in fluvial units, but no vertebrate fossils were discovered.

Recommendations:

Based on a ground survey, we find no evidence of fossils, or fossil horizons, indicating the need to limit development for a drill pad or access road within the NE/SW of Section 12.

Paleo Clearance Granted

PHILLIPS 43-31 #1

Location of Project:
A paleontological resource survey was conducted on a large 40 acre parcel for Desert Spring well location Phillips 43-31 #1 NE/SE Sec 31, T 10 S, R 17 E) and access (Fig. 3) just north of Desert Spring and about 3 miles south of Wilken Ridge, on the Wilken Ridge, Utah USGS Quadrangle Map, Duchesne County, Utah.

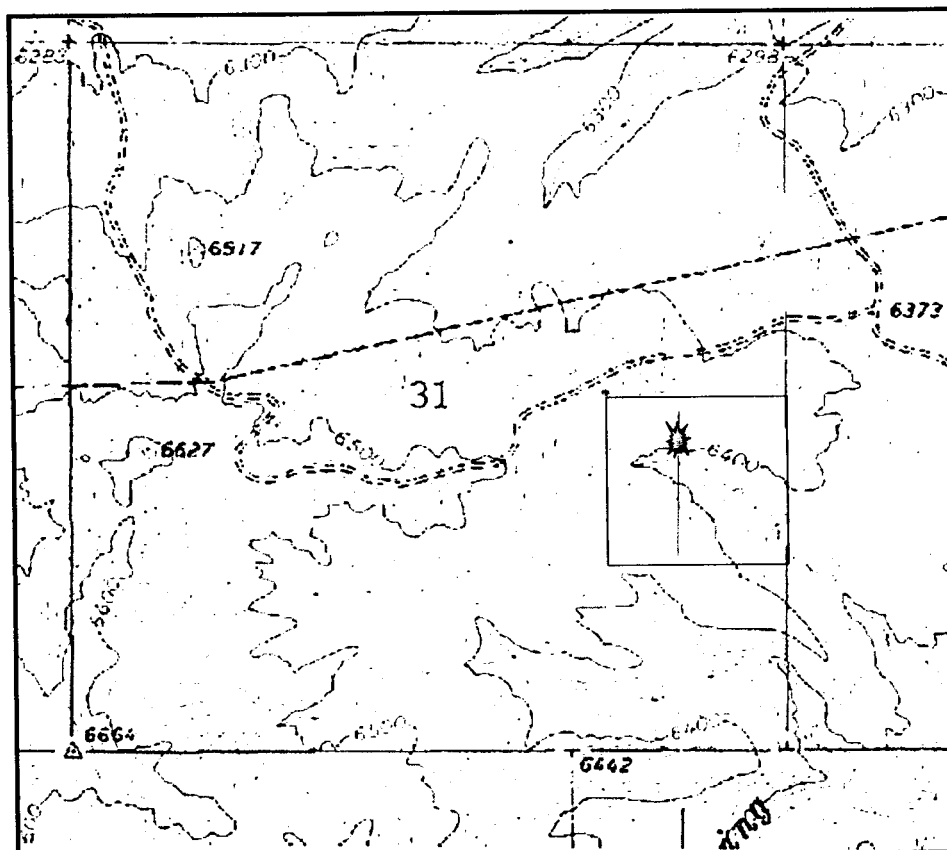


Figure 3. Phillips 43-31 #1 (*) in NE/SE Section 31, T 10 S, R 17 E, Duchesne County, Utah. Scale: 1"= 0.271 miles.

Geologic and Paleontological Overview:

The geomorphology of the NE/SE of Section 31 consists of moderate slopes almost entirely covered in residuum, alluvium, and soils. Some 6" to 1' thick persistent silty limestones occur as outcrop on hillsides on the north and south side of the parcel's primary drainage. The top of the north hill is capped by a thick brown medium-to fine-grained sandstone with moderately low crossbeds. Strata within this parcel are predominantly lacustrine, with some fluviially influenced units. No fossils were discovered.

Survey Findings:

No fossils were discovered.

Recommendations:

Based on a ground survey, we find no evidence of fossils, or fossil horizons, indicating the need to limit development for a drill pad or access road within the NE/SE of Section 31.

Paleo Clearance Granted

PHILLIPS 24-29 #1

Location of Project:

A paleontological resource survey was conducted on a large 40 acre parcel for Little Desert well location Phillips 24-29 #1 (SE/SW Sec 29, T 10 S, R 18 E) (Fig. 4) near the middle of the Little Desert within the Crow Knoll, Utah USGS Quadrangle Map, Uintah County, Utah.

Geological and Paleontological Overview:

The geomorphology of the SE/SW of Section 29 consists of a broad open drainage with gentle sloping hills to the sides. The parcel is mostly covered by alluvium, eolian sands and thin soils. Bedrock is composed of less than 30 stratigraphic feet of predominantly lacustrine tan claystones and some fluvial sandstone and siltstone lenses 6" to 2' thick, often mottled with crayfish burrows. Scattered turtle shell fragments are common.

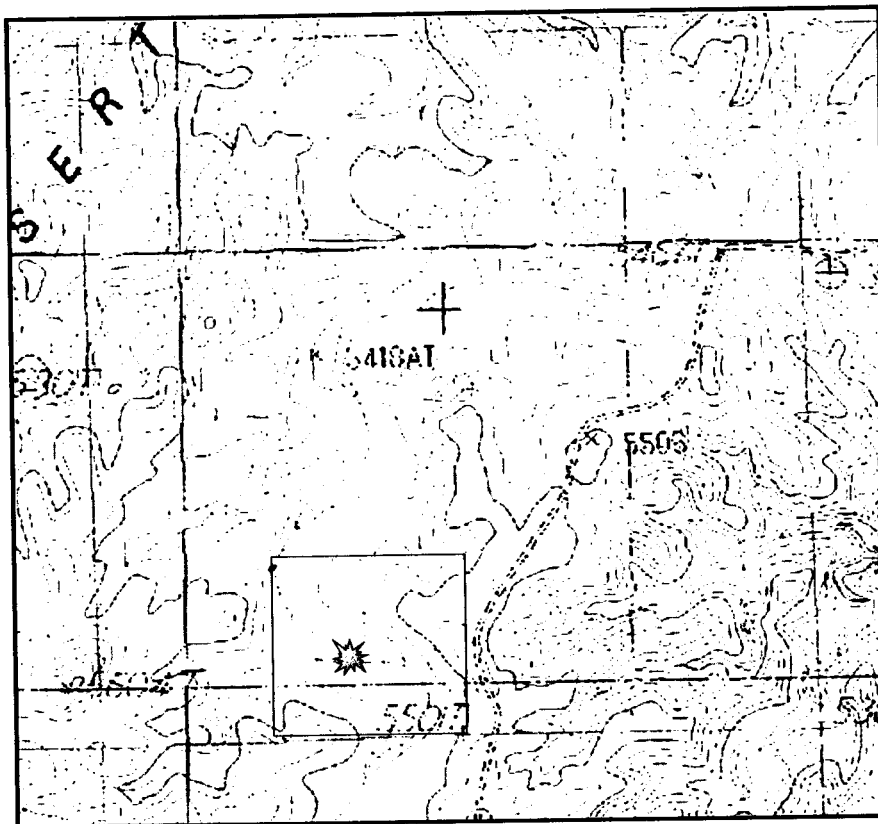


Figure 4. Phillips 24-29 #1 (*) located in the SE/SW Section 29, T 10 S, R 18 E, Uintah County, Utah. Scale: 1"= 0.271 miles.

Survey Findings:

Invertebrate trace fossils of crayfish are common in fluvial units, and weathered turtle shell scatter from deteriorated turtles are not unusual, but their original source in rock is indiscernable.

Recommendations:

Based on a ground survey, we find no evidence of fossils, or fossil horizons, indicating the need to limit development for a drill pad or access road within the SE/SW of Section 29.

Paleo Clearance Granted

PHILLIPS 21-23 #1

Location of Project:

A paleontological resource survey was conducted on a large 40 acre parcel for Antelope Knolls well location Phillips 21-23 #1 (NE/NW Section 23, T 10 S, R 18 E) and access (Fig. 5) located one mile south of Antelope Knolls on east end of Little Desert, within the Moon Bottom, Utah USGS Quadrangle Map, Uintah County, Utah.

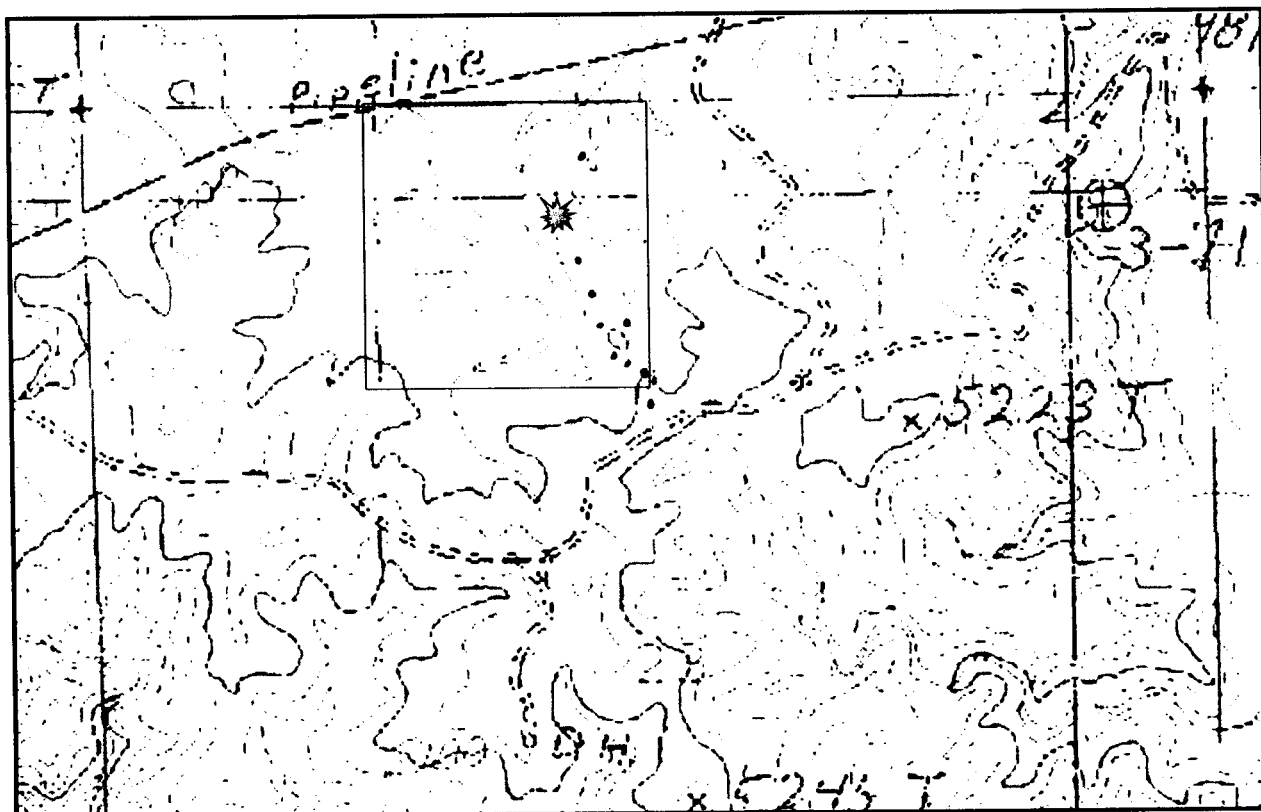


Figure 5. Phillips 21-23 #1 (*), located in the NE/NW Section 23 (T 10 S, R 18 E), Uintah County, Utah. Access road in green. Turtle scatters shown by dots. Scale: 1"= 0.170 miles.

Geological and Paleontological Overview:

The geomorphology of the NE/NW of Section 23 consists of moderately sloping hills around drainages, much of which is covered in a veneer of residuum. The slopes are especially shingled in thin veneer of rock debris. Sediments are primarily of lacustrine origin, with some fluvial units dispersed within the section. One north trending fluvial unit forms a resistant ridge and knoll within the south east corner of the tract. An access road was surveyed and marked with lath

along the east side of the ridge. Along the west side of the same ridge, turtle shell fragments occur in at least three locations (Fig 5. marked by dots) all along a single horizon. An internal cast of a turtle also occurs within the bottom of the drainage near the north end of the 40 acre tract (Fig. 5).

Survey Findings:

Several individual turtles were discovered in advanced stages of deterioration. Although there is little to no hope in recovering the individual turtles, they indicate a fossiliferous horizon. Their locations are as follows:

Label on map (Fig. 5)	UTM Coordinates	Fossil Type
Dot	597367.8 m E 4420755.7 m N Z 12	Turtle-scatter
Dot	597350.6 m E 4420766.5 m N Z 12	Turtle-scatter
Dot	597328.6 m E 4420812.4 m N Z 12	Turtle-scatter
Dot	597305.6 m E 4421054.6 m N Z 12	Turtle cast

Recommendations:

Although the turtles discovered along the ridge within the southeast corner of the tract are deteriorated beyond recovery, they do represent a fossil horizon that should be avoided. The surveyed access into the proposed well is marked by lath, and runs along the opposite side of the ridge from the turtle remains. This route not only avoids the exposed turtles, but it also runs along a bench slightly lower stratigraphically than the turtle horizon, so any development along the east side will still avoid the sensitive unit.

Conditional Paleo Clearance Granted

PHILLIPS 31-31 #1

Location of Project:

A paleontological resource survey was conducted on a large 40 acre parcel for Riverbend well location Phillips 31-31 #1 (NW/NE Sec 31, T 9 S, R 19 E (Fig. 6)) located one mile north of Desert Spring Wash and about one mile north west of a large bend in the Green River, within the Moon Bottom, Utah USGS Quadrangle Map, Uintah County, Utah.

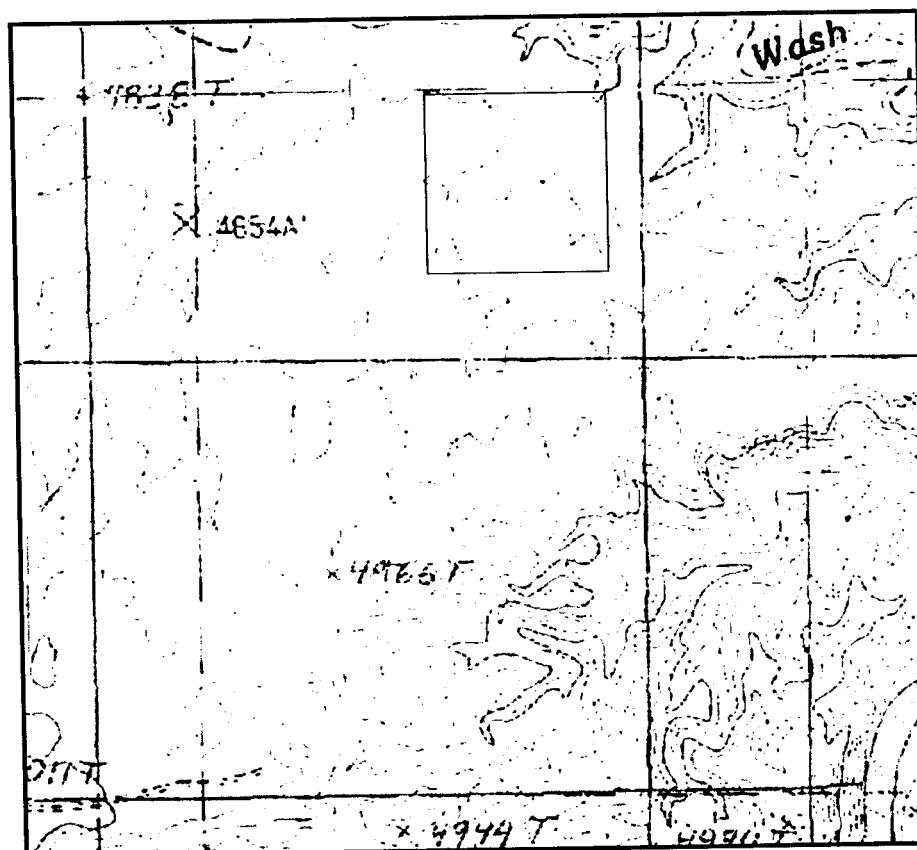


Figure 6. Phillips 31-31 #1 within NW/NE Section 31, T 9 S, R 19 E, in Uintah County, Utah. Scale: 1"= 0.271 miles.

Geological and Paleontological Overview:

The geomorphology of the NW/NE of Section 31 consists of a relatively broad flat- to gently sloping drainage, much of which is covered in a veneer of alluvium, residuum, and soils. Outcrops consist of low ridges of desert varnished sandstone on reddish to gray non-smectitic clays. Occasional crayfish burrows occur within the fluvial sandstone units. All outcrops are mature. Small isolated turtle shell fragments exist, but are rare.

Survey Findings:

Invertebrate trace fossils of crayfish are common in fluvial units, but no significant vertebrate fossils were discovered.

Recommendations:

Based on a ground survey, we find no evidence of fossils, or fossil horizons, indicating the need to limit development for a drill pad or access road within the NW/NE of Section 31.

Paleo Clearance Granted

PHILLIPS 12-29 #1

Location of Project:

A paleo resource survey was conducted on a large 40 acre parcel for Riverbend well location Phillips 12-29 #1 (SW/NW Sec 29, T 9 S, R 19 E) (Fig. 7) near the southeastern portion of Eightmile Flat, one mile west of the Green River, within the Uteland Butte, Utah USGS Quadrangle Map, Uintah County, Utah.

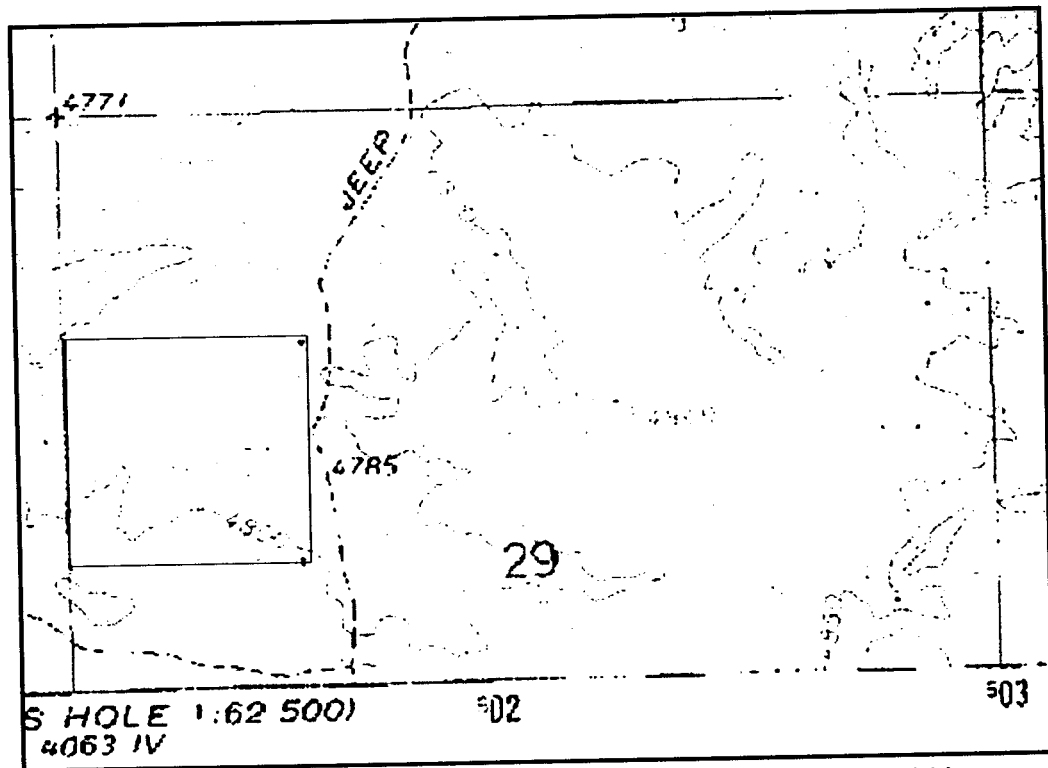


Figure 7. Phillips 12-29 #1 in SW/NW Section 29, T 9 S, R 19 E, within Uintah County, Utah. Scale: 1"= 0.209 miles.

Geological and Paleontological Overview:

The geomorphology of the SW/NW of Section 29 consists of a gently sloping topography of low relief hills and ridges capped by resistant red sandstone and siltstone units, often mottled with crayfish burrows. Tops of hills and gentle slopes 70% covered in veneer of eolian sands and residuum. Fossil turtle shell fragments are common, but occur eroded and non-diagnostic. No fossils were found *in situ*, but probably result as lag or deflation debris.

Survey Findings:

Invertebrate trace fossils of crayfish are common in fluvial units, but no significant vertebrate fossils were discovered.

Recommendations:

Based on a ground survey, we find no evidence of fossils, or fossil horizons, indicating the need to limit development for a drill pad or access road within the SW/NW of Section 29.

Paleo Clearance Granted

References Cited

- Bryant, B., C.W. Naeser, R.F. Marvin, H.H. Mehnert, 1989. Upper Cretaceous and Paleogene Sedimentary Rocks and Isotopic Ages of Paleogene Tuffs, Uinta Basin, Utah. And Ages of Late Paleogene and Neogene Tuffs and the Beginning of Rapid Regional Extension, Eastern Boundary of the Basin and Range Province near Salt Lake City, Utah. In: Evolution of Sedimentary basins-Uinta and Piceance Basins. U.S. Geological Survey Bulletin 1787-J,K.
- Cashion, W.B. 1982. Descriptions of Four Stratigraphic Sections of Parts of the Green River and Uinta Formations in the Eastern Uinta Basin, Uintah County, Utah, and Rio Blanco Count, Colorado. United States Geological Survey, Open-File Report . 83-17, 42p.
- . 1986. Geologic Map of the Bonanza Quadrangle, Uintah County, Utah. United States Geological Survey, Miscellaneous Field Studies Map, MF-1865.
- Douglass, E. 1914. Geology of the Uinta Formation. Bulletin of the Geological Society of America, 25: 417-420.
- Flynn, J.J. 1986. Correlation and geochronology of middle Eocene strata from the western United States. Palaeogeography, Palaeoclimatology, Palaeoecology 55: 335-406.
- Kay, J.L. 1934. The Tertiary Formations of the Uinta Basin, Utah. Annals of the Carnegie Museum, 23: 357-371.
- Marsh, O.C. 1870. Professor Marsh's Rocky Mountain expedition: discovery of the Mauvais Terres formation in Colorado. American Journal of Science, 2nd series, 59: 292.
- Osborn, H.F. 1895. Fossil Mammals of the Uinta Basin. Expedition of 1894. Bulletin of the American Museum of Natural History, 7: 71-105.
- . 1929. The Titanotheres of Ancient Wyoming, Dakota, and Nebraska, volume 1. U.S. Geologic Survey, Monograph 55. 701p.
- Peterson, O.A. and J.L. Kay. 1931. The Upper Uinta Formation of Northeastern Utah. Annals of the Carnegie Museum, 20: 293-306.
- Rasmussen, D.T., Conroy, G.C., Friscia, A.R., Townsend, K.E., and Kinkel M.D. 1999. Mammals of the Middle Eocene Uinta Formation. In: Vertebrate Paleontology in Utah. Gillette, D.D., editor. Miscellaneous publication 99-1. Utah Geological Survey, pp. 401-427.
- Riggs, E.S. 1912. New or Little Known Titanotheres from the Lower Uintah Formations. Field Museum of Natural History Geological Series, 159: 17-41.

Ryder, R.T., T.D. Fouch, and J.H. Ellison. 1976. Early Tertiary sedimentation in the western Uinta Basin, Utah. *Geological Society of America Bulletin* 87: 496-512.

Peterson, O.A. 1919. Report upon the material discovered in the upper Eocene of the Uinta Basin by Earl Douglass in the years 1908-1909, and by O.A. Peterson in 1912. *Annals of the Carnegie Museum* 12: 10-169.

Prothero, D.R. 1990. Magnetostratigraphy of the middle Eocene Uinta Formation, Uinta Basin, Utah. *Journal of Vertebrate Paleontology*. 10 (3): 38A.

Prothero, D.R. and C.C. Swisher, III. 1990. Magnetostratigraphy and $^{40}\text{Ar}/^{39}\text{Ar}$ dating of the middle Eocene Uinta Formation, Utah. *Geological Society of America Abstracts with Programs* 22(7): A364.

Prothero, D.R. and C.C. Swisher, III. 1992. Magnetostratigraphy and geochronology of the terrestrial Eocene-Oligocene transition in North America; pp 74-87 in D.R. Prothero and W.A. Berggren (eds.) *Eocene-Oligocene Climatic and Biotic Evolution*. Princeton University Press, Princeton, NJ.

Stagner, W.L. 1941. The paleogeography of the eastern part of the Uinta Basin during Uinta B (Eocene) time. *Annals of the Carnegie Museum* 28: 273-308.

Walsh, S.L. 1996b. Middle Eocene mammalian faunas of San Diego County, California. IN: *The Terrestrial Eocene-Oligocene Transition in North America*. (D.R. Prothero and R.J. Emry, editors. Cambridge: Cambridge University Press.

Wood, H.E., R.W. Chaney, J. Clark, E.H. Colbert, G.L. Jepsen, J.B. Reedsides, Jr., and C. Stock. 1941. Nomenclature and correlation of the North American continental Tertiary. *Bulletin of the Geological Society of America* 52: 1-48.

WORKSHEET

APPLICATION FOR PERMIT TO DRILL

002

APD RECEIVED: 08/31/2001

API NO. ASSIGNED: 43-047-34286

WELL NAME: PETES WASH 23-12 #1

OPERATOR: PHILLIPS PETROLEUM (N1475)

CONTACT: CATHI BOLES

PHONE NUMBER: 303-643-3950

PROPOSED LOCATION:

NESW 12 100S 170E

SURFACE: 2282 FSL 1792 FWL

BOTTOM: 2282 FSL 1792 FWL

UINTAH

WILDCAT (1)

LEASE TYPE: 1 - Federal

LEASE NUMBER: UTU-77063

SURFACE OWNER: 1 - Federal

PROPOSED FORMATION: WSMVD

INSPECT LOCATN BY: / /

Tech Review	Initials	Date
Engineering		
Geology		
Surface		

RECEIVED AND/OR REVIEWED:

☒ Plat☒ Bond: Fed[1] Ind[] Sta[] Fee[]
(No. 888912)☒ Potash (Y/N)☒ Oil Shale 190-5 (B) or 190-3 or 190-13☒ Water Permit

(No. MUNICIPAL)

☒ RDCC Review (Y/N)

(Date:)

☒ Fee Surf Agreement (Y/N)

LOCATION AND SITING:

R649-2-3. Unit

R649-3-2. General

Siting: 460 From Qtr/Qtr & 920' Between Wells

☒ R649-3-3. Exception

Drilling Unit

Board Cause No:

Eff Date:

Siting:

R649-3-11. Directional Drill

COMMENTS:

Need "Ex. Loc" info. (lead 1-29-02)
River Bend Field SOP, separate file.

STIPULATIONS:

1- Fed. Approval
2- Spacing Stip.



OPERATOR: PHILLIPS PETRO CO (N1475)

SEC. 12, T10S, R17E

FIELD: WILDCAT (001)

COUNTY: UINTAH SPACING: R649-3-3/EX LOC

EIGHT MILE FLAT NORTH FIELD			
T10S R17E			T10S R18E
	2	1	6 EIGHTMILE U 1-6E
	11 ISLAND U 8	12 PETES WASH 23-12 #1	7 FEDERAL 24-7 #1
	14	13	18

RECEIVED
Rockies Region Land

NOV 28 2001

RECEIVED

NOV 26 2001

PENDRAGON ENERGY
PARTNERS, INC.



PHILLIPS PETROLEUM COMPANY

9780 MT. PYRAMID CT., SUITE 200
ENGLEWOOD, CO 80112

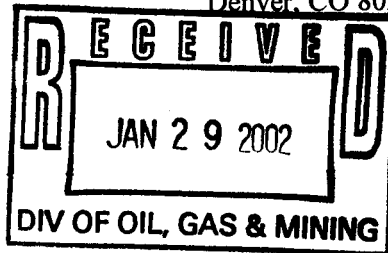
AMERICAS DIVISION

November 16, 2001

Mr. Joe Brooker, VP Land
Shenandoah Operating Company, LLC
475 Seventeenth Street, Suite 1000
Denver, CO 80202

Mr. Alan B. Nicol, President
Pendragon Energy Partners
621 Seventeenth Street, Suite 750
Denver, CO 80293

Re: Exception Location
Phillips' Federal 23-12 #1
Riverbend Area
Uintah County, Utah



Gentlemen:

Phillips Petroleum Company hereby requests your consent as owners of directly or diagonally offsetting drilling units as defined in Utah Admin. Code Rule R649-3-3 as to its proposed location for the referenced well, which is an exception to the locating and siting requirements of Utah Admin. Code Rule R649-3-2. You are the owners of federal lease UTU-77063 in the NW/4 SW/4 of Section 12 offsetting the requested exception location (and the owners of same lease for the referenced well drillsite).

Due to topography and bad terrain, it is not possible to stay within the permitted "window" for locating wells under R649-3-2. A copy of our submitted APD and location survey for this well are enclosed. As you know, this area has not been spaced for Mesaverde or Wasatch production.

Your approval is requested at your earliest convenience so that we may move forward with our permitting of this well. Please execute both originals of this letter and return to the undersigned. If you have any questions regarding this request, please call the undersigned at 303-643-3941. Note that this well will be an Option Well as defined in our Farmout Agreement dated September 12, 2000.

Sincerely,

PHILLIPS PETROLEUM COMPANY

William H. Rainbolt, CPL
Land Director, Rocky Mountain Region

CONSENT TO EXCEPTION LOCATION AS REQUESTED TO DRILL THE PHILLIPS
FEDERAL #23-12 #1 AT A LOCATION IN THE NE/4 SW/4 SECTION 12-T10S-R17E, UINTAH
COUNTY, UTAH, BEING 2282' FSL AND 1792' FWL SECTION 12.

SHENANDOAH OPERATING COMPANY, LLC

PENDRAGON ENERGY PARTNERS

BY: _____
ITS: _____
DATE: NOVEMBER __, 2001

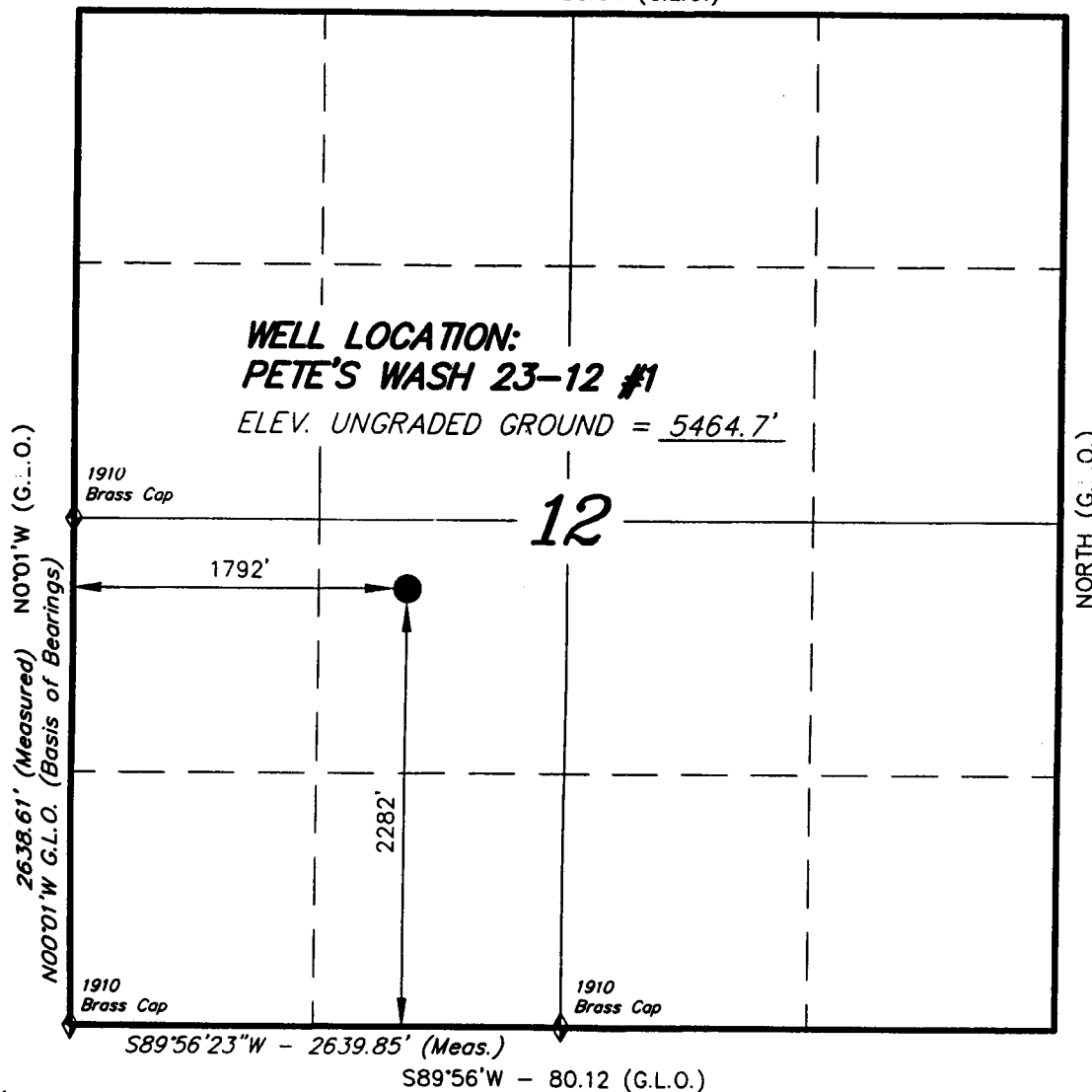
BY:
ITS: ARCS/MSA
DATE: NOVEMBER 26, 2001

T10S, R17E, S.L.B.&M.

S89°55'W - 80.04 (G.L.O.)

PHILLIPS PETROLEUM COMPANY

WELL LOCATION, PETE'S WASH 23-12 #1, LOCATED AS SHOWN IN THE NE 1/4 SW 1/4 OF SECTION 12, T10S, R17E, S.L.B.&M. UTAH COUNTY, UTAH.



THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION, AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

STACY W. STEWART

REGISTERED LAND SURVEYOR
REGISTRATION No. 18932
STATE OF UTAH

TRI STATE LAND SURVEYING & CONSULTING

38 WEST 100 NORTH - VERNAL, UTAH 84078
(435) 781-2501

SCALE: 1" = 1000'	SURVEYED BY: D.J.S.
DATE: 7-23-01	WEATHER: WARM
DRAWN BY: J.R.S.	FILE #

◆ = SECTION CORNERS LOCATED
BASIS OF ELEV; U.S.G.S. 7-1/2 min QUAD (CROW KNOLL)

**UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT**

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

1a. TYPE OF WORK DRILL <input checked="" type="checkbox"/> DEEPEN <input type="checkbox"/>			5. LEASE DESIGNATION AND SERIAL NO. UTU-77063	
1b. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> SINGLE ZONE <input type="checkbox"/> MULTIPLE ZONE <input checked="" type="checkbox"/>			6. IF INDIAN, ALLOTTEE OR TRIBE NAME N/A	
2. NAME OF OPERATOR Phillips Petroleum Company			7. UNIT AGREEMENT NAME N/A	
3. ADDRESS OF OPERATOR 9780 Mt. Pyramid Court, Suite 200 Phone: 303-643-3950			8. FARM OR LEASE NAME WELL NO Federal #23-12 No. 1	
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.)* At Surface NE SW 2282' FSL, 1792' FWL At proposed Prod. Zone			9. API WELL NO.	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE* Approx. 24.1 miles south of Myton, Utah			10. FIELD AND POOL OR WILDCAT Wildcat	
15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to 358' from lease line)		16. NO. OF ACRES IN LEASE 240	17. NO. OF ACRES ASSIGNED TO THIS WELL 40	
18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR ON THIS LEASE, FT. No other wells on lease		19. PROPOSED DEPTH 12,700'	20. ROTARY OR CABLE TOOLS Rotary	
21. ELEVATIONS (Show whether DF, RT, GR, etc.) 5464.5' GR			22. APPROX. DATE WORK WILL START* 3rd QTR 2001	

23. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	SIZE OF CASING	WEIGHT/FOOT	SETTING DEPTH	QUANTITY OF CEMENT

Phillips Petroleum Company proposes to drill this well in accordance with the attached exhibits.

The Conditions of Approval are also attached.

IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM : If proposal is to deepen or plug back, give data on present productive zone and proposed new productive zone.
If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.

24. SIGNED *Cathi Boles* TITLE HES Clerk DATE 8-27-01
(This space for Federal or State office use)

PERMIT NO. _____ APPROVAL DATE _____
Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY _____ TITLE _____ DATE _____

***See Instructions On Reverse Side**

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.



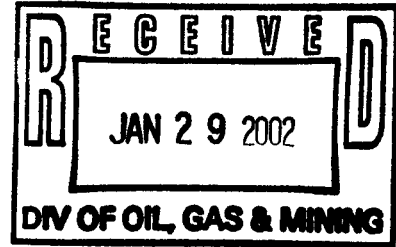
PHILLIPS PETROLEUM COMPANY

9780 MT. PYRAMID CT., SUITE 200
ENGLEWOOD, CO 80112

AMERICAS DIVISION

RECEIVED
Rockies Region Land

NOV 28 2001



November 16, 2001

Mr. Joe Brooker, VP Land
Shenandoah Operating Company, LLC
475 Seventeenth Street, Suite 1000
Denver, CO 80202

Mr. Alan B. Nicol, President
Pendragon Energy Partners
621 Seventeenth Street, Suite 750
Denver, CO 80293

Re: Exception Location
Phillips' Federal 23-12 #1
Riverbend Area
Uintah County, Utah

Gentlemen:

Phillips Petroleum Company hereby requests your consent as owners of directly or diagonally offsetting drilling units as defined in Utah Admin. Code Rule R649-3-3 as to its proposed location for the referenced well, which is an exception to the locating and siting requirements of Utah Admin. Code Rule R649-3-2. You are the owners of federal lease UTU-77063 in the NW/4 SW/4 of Section 12 offsetting the requested exception location (and the owners of same lease for the referenced well drillsite).

Due to topography and bad terrain, it is not possible to stay within the permitted "window" for locating wells under R649-3-2. A copy of our submitted APD and location survey for this well are enclosed. As you know, this area has not been spaced for Mesaverde or Wasatch production.

Your approval is requested at your earliest convenience so that we may move forward with our permitting of this well. Please execute both originals of this letter and return to the undersigned. If you have any questions regarding this request, please call the undersigned at 303-643-3941. Note that this well will be an Option Well as defined in our Farmout Agreement dated September 12, 2000.

Sincerely,

PHILLIPS PETROLEUM COMPANY

William H. Rainbolt, CPL
Land Director, Rocky Mountain Region

CONSENT TO EXCEPTION LOCATION AS REQUESTED TO DRILL THE PHILLIPS
FEDERAL #23-12 #1 AT A LOCATION IN THE NE/4 SW/4 SECTION 12-T10S-R17E, UINTAH
COUNTY, UTAH, BEING 2282' FSL AND 1792' FWL SECTION 12.

SHENANDOAH OPERATING COMPANY, LLC

BY:

ITS: Vice President of Land
DATE: NOVEMBER 26, 2001

PENDRAGON ENERGY PARTNERS

BY: _____

ITS: _____

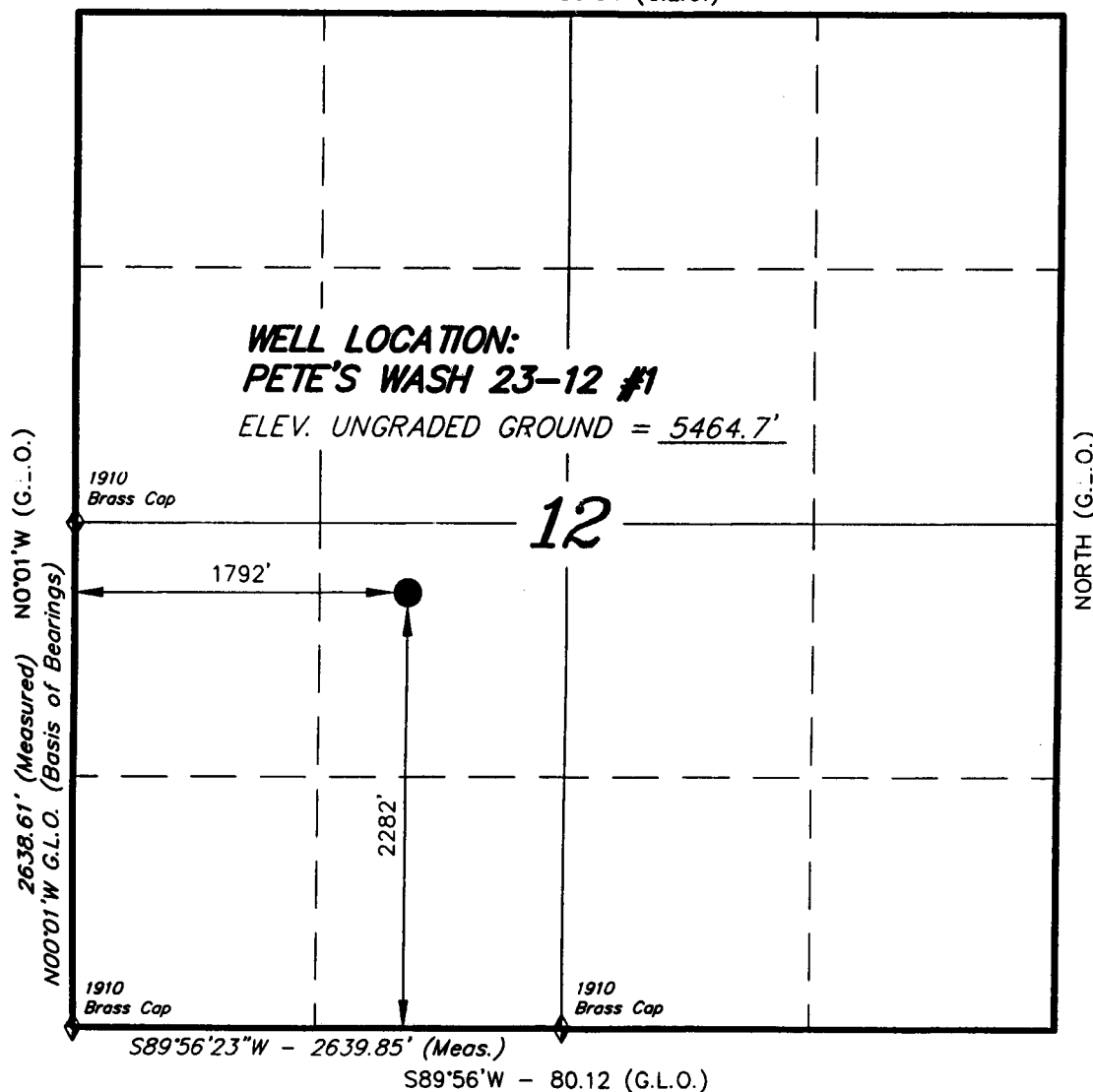
DATE: NOVEMBER __, 2001

T10S, R17E, S.L.B.&M.

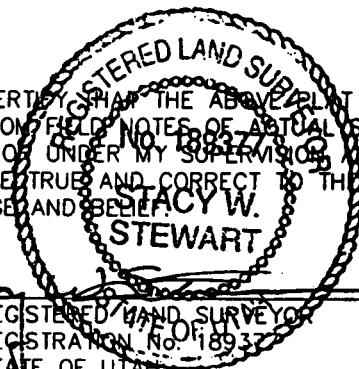
S89°55'W - 80.04 (G.L.O.)

PHILLIPS PETROLEUM COMPANY

WELL LOCATION, PETE'S WASH 23-12 #1, LOCATED AS SHOWN IN THE NE 1/4 SW 1/4 OF SECTION 12, T10S, R17E, S.L.B.&M. UTAH COUNTY, UTAH.



THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION, AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



TRI STATE LAND SURVEYING & CONSULTING

38 WEST 100 NORTH - VERNAL, UTAH 84078
(435) 781-2501

SCALE: 1" = 1000'	SURVEYED BY: D.J.S.
DATE: 7-23-01	WEATHER: WARM
DRAWN BY: J.R.S.	FILE #

◆ = SECTION CORNERS LOCATED

BASIS OF ELEV; U.S.G.S. 7-1/2 min QUAD (CROW KNOLL)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

1a. TYPE OF WORK DRILL ☒ DEEPEN ☐
1b. TYPE OF WELL
OIL WELL ☐ GAS WELL ☒ SINGLE ZONE ☐ MULTIPLE ZONE ☒
2. NAME OF OPERATOR
Phillips Petroleum Company
3. ADDRESS OF OPERATOR
9780 Mt. Pyramid Court, Suite 200 Phone: 303-643-3950
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.*)
At Surface NE SW 2282' FSL, 1792' FWL
At proposed Prod. Zone

5. LEASE DESIGNATION AND SERIAL NO.
UTU-77063
6. IF INDIAN, ALLOTTEE OR TRIBE NAME
N/A
7. UNIT AGREEMENT NAME
N/A
8. FARM OR LEASE NAME WELL NO
Federal #23-12 No. 1
9. API WELL NO.
10. FIELD AND POOL OR WILDCAT
Wildcat
11. SEC., T., R., M., OR BLK.
AND SURVEY OR AREA
NE SW
Sec. 12, T10S, R17E
12. County
Uintah
13. STATE
UT

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*
Approx. 24.1 miles south of Myton, Utah
15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to
358' from lease line
16. NO. OF ACRES IN LEASE
240
17. NO. OF ACRES ASSIGNED TO THIS WELL
40
18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR ON THIS LEASE, FT.
No other wells on lease
19. PROPOSED DEPTH
12,700'
20. ROTARY OR CABLE TOOLS
Rotary
21. ELEVATIONS (Show whether DF, RT, GR, etc.)
5464.5' GR
22. APPROX. DATE WORK WILL START*
3rd QTR 2001

23. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	SIZE OF CASING	WEIGHT/FOOT	SETTING DEPTH	QUANTITY OF CEMENT

Phillips Petroleum Company proposes to drill this well in accordance with the attached exhibits.

The Conditions of Approval are also attached.

IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM : If proposal is to deepen or plug back, give data on present productive zone and proposed new productive zone.
If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.

24. SIGNED Cathi Boles TITLE HES Clerk DATE 8-27-01

(This space for Federal or State office use)

PERMIT NO. _____ APPROVAL DATE _____
Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY _____ TITLE _____ DATE _____

*See Instructions On Reverse Side

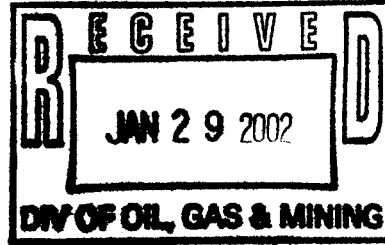
Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.



RECEIVED
Rockies Region Land
JAN 8 2002

January 25, 2002

Phillips Petroleum Company
9780 Mt. Pyramid Ct., Suite 200
Englewood, CO 80112
Attention: Mr. William H. Rainbolt, CPL



RE: Exception Location
Phillips' Federal 23-12 #1
Riverbend Area
Uintah County, Utah

Gentlemen:


Inland Production Company hereby gives its consent to your request for a location exception as outlined in your letter of November 16, 2001 (copy attached), subject to your acceptance of the following terms and conditions.

Should Inland Production Company encounter difficulty locating a well within the permitted "window" pursuant to Utah Administrative Code Rule R649-3-2 on our lease UTU-74400 that would normally be a drilling unit that directly or diagonally offsets acreage owned, controlled, or operated by Phillips Petroleum Company, Phillips agrees to give its consent to a request for a location exception. Inland agrees that this would be limited to a single location and only if required due to surface conditions beyond its control.

If this is acceptable, please sign in the space provided below. We are enclosing two originals and request that you return one of them at your convenience. We wish you the best of results for your operations in this area.

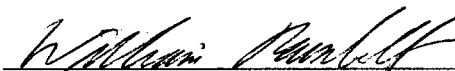
Sincerely,

Inland Production Company


Jeff Fandrich
Manager of Land

Accepted and agreed to this 25th day of January, 2002.

Phillips Petroleum Company

By: 
Name & title: William Rainbolt, Attorney-in-fact



PHILLIPS PETROLEUM COMPANY

9780 MT. PYRAMID CT., SUITE 200
ENGLEWOOD, CO 80112

AMERICAS DIVISION

November 16, 2001

RECEIVED

NOV 19 2001

Inland Resources Inc.
410 Seventeenth Street
Suite 700
Denver, Colorado 80202
Attn: Mr. Jeff Fandrich

Re: Exception Location
Phillips' Federal 23-12 #1
Riverbend Area
Uintah County, Utah

Gentlemen:

Phillips Petroleum Company hereby requests your consent as an owner of directly or diagonally offsetting drilling units as defined in Utah Admin. Code Rule R649-3-3 as to its proposed location for the referenced well, which is an exception to the locating and siting requirements of Utah Admin. Code Rule R649-3-2. Inland is the owner of federal lease UTU-74400 in the NW/4 of Section 12 offsetting the requested exception location.

Due to topography and bad terrain, it is not possible to stay within the permitted "window" for locating wells under R649-3-2. A copy of our submitted APD and location survey for this well are enclosed. As you know, this area has not been spaced for Mesaverde or Wasatch production.

Your approval is requested at your earliest convenience so that we may move forward with our permitting of this well. Please execute both originals of this letter and return to the undersigned. If you have any questions regarding this request, please call the undersigned at 303-643-3941.

Sincerely,

PHILLIPS PETROLEUM COMPANY

William H. Rainbolt, CPL
Land Director, Rocky Mountain Region

CONSENT TO EXCEPTION LOCATION AS REQUESTED TO DRILL THE PHILLIPS
FEDERAL #23-12 #1 AT A LOCATION IN THE NE/4 SW/4 SECTION 12-T10S-R17E, UINTAH
COUNTY, UTAH, BEING 2282' FSL AND 1792' FWL SECTION 12.

INLAND RESOURCES INC.

BY: _____
ITS: _____
DATE: NOVEMBER __, 2001

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

1a. TYPE OF WORK DRILL ☒ DEEPEN ☐
1b. TYPE OF WELL
OIL GAS SINGLE MULTIPLE
WELL ☐ WELL ☒ OTHER ☐ ZONE ☐ ZONE ☒

2. NAME OF OPERATOR
Phillips Petroleum Company

3. ADDRESS OF OPERATOR
9780 Mt. Pyramid Court, Suite 200 Phone: 303-643-3950

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements. *)
At Surface NE SW 2282' FSL, 1792' FWL
At proposed Prod. Zone

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*
Approx. 24.1 miles south of Myton, Utah

15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to 358' from lease line	16. NO. OF ACRES IN LEASE 240	17. NO. OF ACRES ASSIGNED TO THIS WELL 40
--	----------------------------------	--

18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR ON THIS LEASE, FT. No other wells on lease	19. PROPOSED DEPTH 12,700'	20. ROTARY OR CABLE TOOLS Rotary
---	-------------------------------	-------------------------------------

21. ELEVATIONS (Show whether DF, RT, GR, etc.) 5464.5' GR	22. APPROX. DATE WORK WILL START* 3rd QTR 2001
--	---

23. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	SIZE OF CASING	WEIGHT/FOOT	SETTING DEPTH	QUANTITY OF CEMENT

Phillips Petroleum Company proposes to drill this well in accordance with the attached exhibits.

The Conditions of Approval are also attached.

IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM : If proposal is to deepen or plug back, give data on present productive zone and proposed new productive zone.
If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.

24. SIGNED Cathy Boles TITLE HES Clerk DATE 8-27-01

(This space for Federal or State office use)

PERMIT NO. _____ APPROVAL DATE _____

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY _____ TITLE _____ DATE _____

*See Instructions On Reverse Side

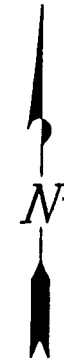
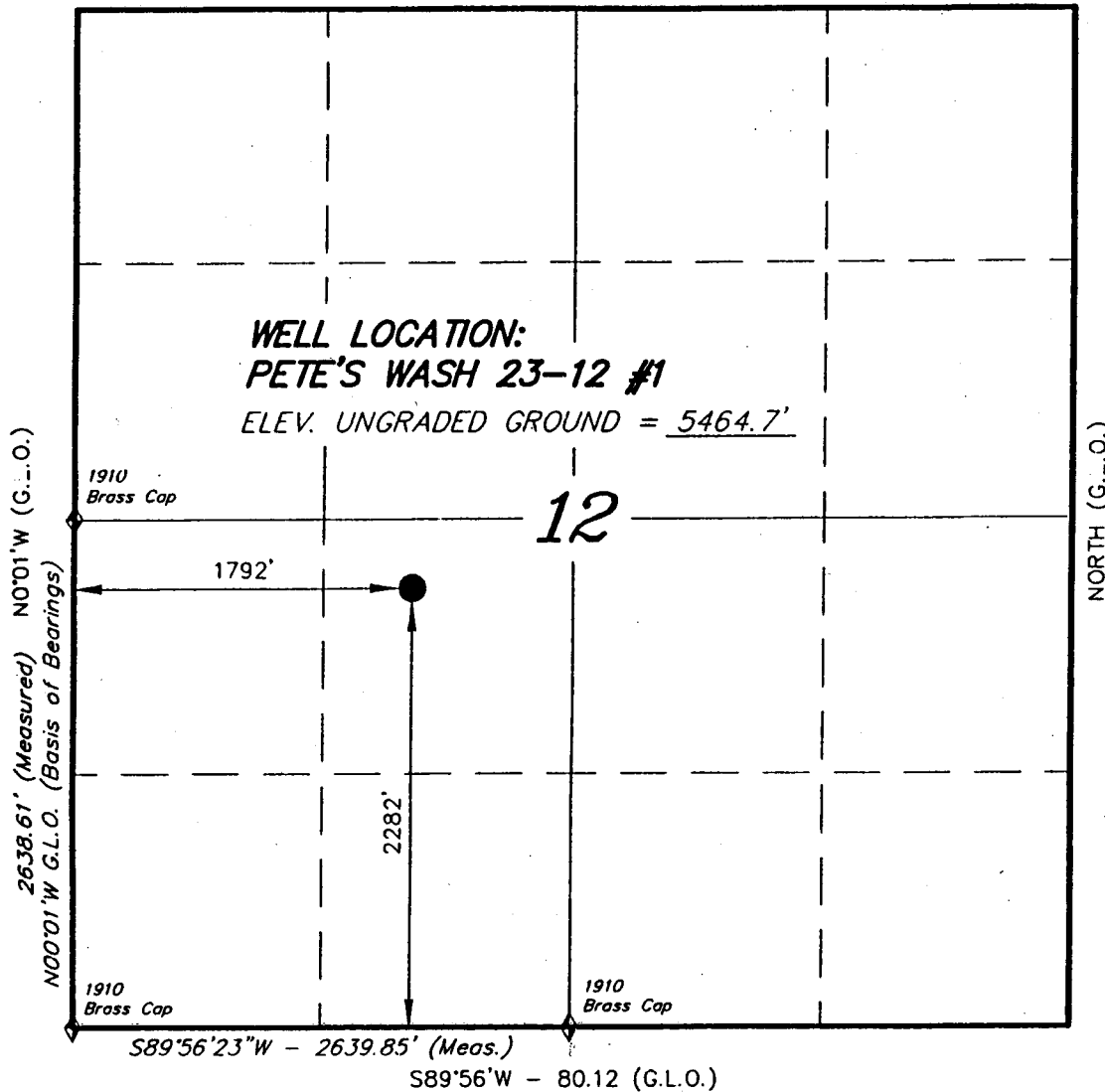
Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

T10S, R17E, S.L.B.&M.

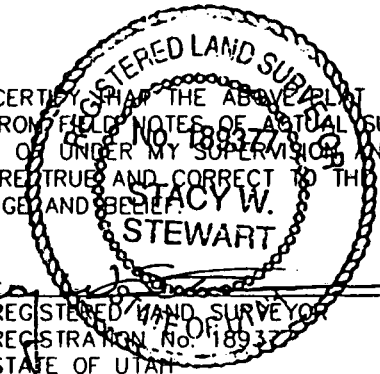
PHILLIPS PETROLEUM COMPANY

S89°55'W - 80.04 (G.L.O.)

WELL LOCATION, PETE'S WASH 23-12 #1, LOCATED AS SHOWN IN THE NE 1/4 SW 1/4 OF SECTION 12, T10S, R17E, S.L.B.&M. UINTAH COUNTY, UTAH.



THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



TRI STATE LAND SURVEYING & CONSULTING

38 WEST 100 NORTH - VERNAL, UTAH 84078
(435) 781-2501

SCALE: 1" = 1000'	SURVEYED BY: D.J.S.
DATE: 7-23-01	WEATHER: WARM
DRAWN BY: J.R.S.	FILE #

◆ = SECTION CORNERS LOCATED

BASIS OF ELEV; U.S.G.S. 7-1/2 min QUAD (CROW KNOLL)



PHILLIPS PETROLEUM COMPANY

9780 Mt. Pyramid Ct., Suite 200
Englewood, Colorado 80112

RECEIVED

JAN 29 2002

DIVISION OF
OIL, GAS AND MINING

January 28, 2002

Via FedEx Overnight

John Baza, Associate Director, Oil & Gas
Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Salt Lake City, Utah 84114

Re: Phillips Petroleum Company
Federal 23-12 No. 1 Well Exception Location
Section 12, Township 10 South, Range 17 East, SLBM
Uintah County, Utah

Dear Mr. Baza:

Reference is made to the pending application for permit to drill ("APD") for the captioned well filed by Phillips Petroleum Company ("Phillips"). As you may recall, the well is to be drilled on federal lands owned or operated by Phillips, Shenandoah Operating Company, LLC ("Shenandoah") and Pendragon Energy Partners ("Pendragon"). The APD was filed by Phillips in August, 2001.

The lands on which this well is proposed to be located are subject to the locating and siting requirements of Utah Administrative Code Rule R649-3-2. Under that rule, each oil and gas well shall be located in the center of a 40 acre quarter-quarter section, or a substantially equivalent lot or tract or combination of lots or tracts as shown by the most recent governmental survey, with a tolerance of 200 feet in any direction from the center location, a "window" 400 feet square. The captioned well is to be drilled at a location 2282' FSL and 1792' FWL in the NE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 12. The proposed well location is 302 feet north of the center of the quarter-quarter. The well cannot be located further south due to topography and terrain. As a consequence, an exception location under Utah Administrative Code Rule R649-3-3-1.2 and R649-3-3-1.3 is required.

Inland Resources Inc. ("Inland") lease UTU-74400 is located 358 feet directly north of the proposed well location. Inland, by virtue of their enclosed Consent, have approved the exception location. The offsetting drilling unit affected by the required exception location is the NW $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 12. As shown by the enclosed Affidavits, the "owners" within the NW $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 12 are Phillips, Shenandoah and Pendragon. Phillips, by virtue of its application for the well, Shenandoah and Pendragon, by virtue of the enclosed Consents,

Mr. John Baza, Associate Director, Oil & Gas
January 28, 2002
Page 2

have approved the exception location. With the information provided with this letter and contained in your file for the pending APD, all requirements for approval of an exception location have been satisfied. Your prompt approval is therefore requested.

If you have any further questions or concerns regarding this application, please do not hesitate to contact me at (303) 643-3950. On behalf of Phillips, I thank you for your immediate attention to this matter.

Sincerely,

A handwritten signature in cursive script that reads "Cathi Boles".

Cathi Boles
HES Clerk

Enc.

Cc: Ed Forsman, BLM
William H. Rainbolt

AFFIDAVIT

STATE OF COLORADO)
 :ss
COUNTY OF DOUGLAS)

William H. Rainbolt, being duly sworn upon his oath, deposes and states:

1. I am the Land Director for the Rocky Mountain Region of Phillips Petroleum Company ("Phillips").

2. Phillips is a company that is engaged in the exploration and production of oil and gas. On behalf of Phillips, Geoscout Land and Title Company ("Geoscout") and Context Energy, Inc. ("Context") a land and title firm in Denver, Colorado searched the records of the Bureau of Land Management and Uintah County and have advised me that the owners of offsetting drilling units/quarter quarters to Phillips proposed Federal 23-12 location in the NE ¼ SW ¼ of Section 12, Township 10 South, Range 17 East, SLBM are as follows:

SHENANDOAH OPERATING COMPANY, LLC

PENDRAGON ENERGY PARTNERS

INLAND RESOURCES INC.

3. Geoscout and Context are both companies that specialize in mineral abstracts and mineral title searches, including searches of the oil and gas records at the School and Institutional Trust Lands Administration, State of Utah ("SITLA"), and at the United States Department of the Interior, Bureau of Land management ("BLM").

4. The matters stated herein are true of my own knowledge.

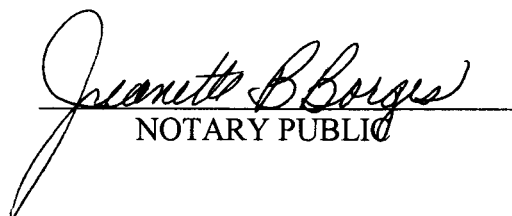
Dated this 28TH day of January, 2002.


WILLIAM H. RAINBOLT

Subscribed, sworn and acknowledged to and by William H. Rainbolt before me this 28TH day of January, 2002.



MY COMMISSION EXPIRES:
November 12, 2002


NOTARY PUBLIC

003



State of Utah
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Michael O. Leavitt
Governor

Kathleen Clarke
Executive Director

Lowell P. Braxton
Division Director

1594 West North Temple, Suite 1210
PO Box 145801
Salt Lake City, Utah 84114-5801
801-538-5340
801-359-3940 (Fax)
801-538-7223 (TDD)

January 31, 2002

Phillips Petroleum Company
9780 Mt Pyramid Court, Suite 200
Englewood CO 80112

Re: Pete's Wash 23-12 #1 Well, 2282' FSL, 1792' FWL, NE SW, Sec. 12, T. 10 South,
R. 17 East, Uintah County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. § 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

Appropriate information has been submitted to DOGM and administrative approval of the requested exception location is hereby granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-047-34286.

Sincerely,

A handwritten signature in black ink, appearing to read 'John R. Baza', written over a horizontal line.

John R. Baza
Associate Director

er

Enclosures

cc: Uintah County Assessor
Bureau of Land Management, Vernal District Office

Operator: Phillips Petroleum Company
Well Name & Number Pete's Wash 23-12 #1
API Number: 43-047-34286
Lease: UTU-77063

Location: NE SW **Sec.** 12 **T.** 10 South **R.** 17 East

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. Notification Requirements

Notify the Division within 24 hours of spudding the well.

- Contact Carol Daniels at (801) 538-5284.

Notify the Division prior to commencing operations to plug and abandon the well.

- Contact Dan Jarvis at (801) 538-5338

3. Reporting Requirements

All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.

5. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

004
UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

1a. TYPE OF WORK DRILL <input checked="" type="checkbox"/> DEEPEN <input type="checkbox"/>		5. LEASE DESIGNATION AND SERIAL NO. UTU-77063		
1b. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER <input type="checkbox"/>		6. IF INDIAN, ALLOTTEE OR TRIBE NAME N/A		
2. NAME OF OPERATOR Phillips Petroleum Company		7. UNIT AGREEMENT NAME N/A		
3. ADDRESS OF OPERATOR 9780 Mt. Pyramid Court, Suite 200 Phone: 303-643-3950		8. FARM OR LEASE NAME WELL NO. Federal #23-12 No. 1		
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements. *) At Surface NE SW 2282' FSL, 1792' FWL At proposed Prod. Zone		9. API WELL NO.		
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE* Approx. 24.1 miles south of Myton, Utah		10. FIELD AND POOL OR WILDCAT Wildcat		
15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to 358' from lease line	16. NO. OF ACRES IN LEASE 240	11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA NE SW Sec. 12, T10S, R17E		
18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR ON THIS LEASE, FT. No other wells on lease	19. PROPOSED DEPTH 12,700'	12. County Uintah		
21. ELEVATIONS (Show whether DF, RT, GR, etc.) 5464.5' GR		13. STATE UT		
23. PROPOSED CASING AND CEMENTING PROGRAM		22. APPROX. DATE WORK WILL START* 3rd QTR 2001		
SIZE OF HOLE	SIZE OF CASING	WEIGHT/FOOT	SETTING DEPTH	QUANTITY OF CEMENT

Phillips Petroleum Company proposes to drill this well in accordance with the attached exhibits.

The Conditions of Approval are also attached.

RECEIVED
AUG 29 2001

FEB 09 2002

DIVISION OF
OIL, GAS AND MININGIN ABOVE SPACE DESCRIBE PROPOSED PROGRAM : If proposal is to deepen or plug back, give data on present productive zone and proposed new productive zone.
If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.24. SIGNED Cathi Boles TITLE HES Clerk DATE 8-27-01

(This space for Federal or State office use)

NOTICE OF APPROVAL

PERMIT NO. _____ APPROVAL DATE _____

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

CONDITIONS OF APPROVAL, IF ANY:

ACTING Assistant Field Manager

APPROVED BY Mineral Resources

TITLE

Elmer A. Hansen DATE1/31/02

*See Instructions On Reverse Side

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

CONDITIONS OF APPROVAL ATTACHED

CONDITIONS OF APPROVAL
APPLICATION FOR PERMIT TO DRILL

Company/Operator: Phillips Petroleum Company

Well Name & Number: Federal No. 23-12 #1

API Number: 43-047-34286

Lease Number: U - 77063

Location: NESW Sec. 12 T. 10S R. 17E

Agreement: N/A

For more specific details on notification requirements, please check the Conditions of Approval for Notice to Drill and Surface Use Program.

CONDITIONS OF APPROVAL FOR NOTICE TO DRILL

Approval of this application does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Be aware fire restrictions may be in effect when location is being constructed and/or when well is being drilled. Contact the appropriate Surface Management Agency for information.

A. DRILLING PROGRAM

1. Casing Program and Auxiliary Equipment

As a minimum, the usable water and other resources shall be isolated and/or protected by having a cement top for the production casing at least 200 ft. above the shallowest potential productive zone.

005

DIVISION OF OIL, GAS AND MINING

CONFIDENTIAL

SPUDDING INFORMATION

Name of Company: PHILLIPS PETROLEUM COMPANY

Well Name: PETES WASH 23-12 #1

Api No. 43-047-34286 LEASE TYPE: FEDERAL

Section 12 Township 10S Range 17E County UINTAH

Drilling Contractor _____ RIG # _____

SPUDDED:

Date 04/12/2002

Time 10:30 PM

How ROTARY

Drilling will commence _____

Reported by CHUCK EMERSON

Telephone # 1-435-828-7169

Date 04/15/2002 Signed: CHD

006



PHILLIPS PETROLEUM COMPANY

9780 Mt. Pyramid Ct., Suite 200
Englewood, Colorado 80112

RECEIVED

APR 17 2002

DIVISION OF
OIL, GAS AND MINING

April 15, 2002

**Sundry Notice
Federal Well 23-12 No. 1**

Carol Daniels
Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

CONFIDENTIAL

Dear Ms. Daniels:

Phillips Petroleum Company (Phillips) respectfully submits a Sundry Notice
(notice of spud) for ~~Federal~~ Well 23-12 No. 1.

PETES WASH

Should you have questions or require additional information, please call me at
303-643-3950.

Sincerely,

Cathi Boles

Cathi Boles
HES Clerk

Enc.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0135
Expires: November 30, 2000

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or to re-enter an abandoned well. Use Form 3160-3 (APD) for such proposals.

1. Type of Well

☐

Oil Well

☒

Gas Well

☐

Other

CONFIDENTIAL

2. Name of Operator

Phillips Petroleum Company

77 Address

9780 Mt. Pyramid Ct., Suite 200, Englewood, CO 80112

3b. Phone No. (include area code)

303-643-3950

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)

T10S R17E SEC 12

5. Lease Serial No.

UTU-77063

6. If Indian, Allottee, or Tribe Name

N/A

7. If Unit or CA. Agreement Designation

N/A

8. Well Name and No.

PETES WPT Federal 23-12 #1

9. API Well No.

43-047-34286

10. Field and Pool, or Exploratory Area

Wildcat

11. County or Parish, State

Uintah County, Utah

12. CHECK APPROPRIATE BOX(S) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-off
<input checked="" type="checkbox"/> Subsequent Report	<input type="checkbox"/> Altering Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other <u>Spud Notice</u>
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation (clearly state all pertinent details including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recompleat horizontally, give subsurface locations and measured and true vertical depths or pertinent markers and sands. Attach the Bond under which the work will performed or provide the Bond No. on file with the BLM/ BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompleat in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notice shall be filed only after all requirements, including reclamantion, have been completed, and the operator has determined that the site is ready for final inspection.)

4/4/2002 Spud conductor hole at 15:00 hrs.

RECEIVED

APR 17 2002

DIVISION OF
OIL, GAS AND MINING

14. I hereby certify that the foregoing is true and correct.

Name (Printed/ Typed)

Cathi Boles

Signature

Cathi Boles

Title

HES Clerk

Date

15 Apr 02

Approved by

Title

Date

Conditions of approval, if any are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Office

Title 18 U.S.C. Section 1001 AND Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

(Instructions on reverse)

Form 3160-S
Use 1990

007

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or to deepen or reentry to a different reservoir.
Use "APPLICATION FOR PERMIT--" for such proposals

FORM APPROVED
Budget Bureau No. 1004-0135
Expires: March 31, 1993

5. Lease Designation and Serial No.
UTU- 79035

6. If Indian, Allottee or Tribe Name
N/A

7. If Unit or CA, Agreement Designation
N/A

8. Well Name and No. *Pete's Wash*
FEDERAL

9. API Well No.
23-12#1

10. Field and Pool, or Exploratory Area
WILDCAT

11. County or Parish, State
UINTAH CO UTAH

SUBMIT IN TRIPLICATE

Type of Well
☐ Oil ☒ Gas

Name of Operator
PHILLIPS PETROLEUM

CONFIDENTIAL

Address and Telephone
9780 MT., SUITE 200 ENGLWOOD CO, 80112

Location of Well (Footage, Sec., T., R., M., or Survey Description)
2882 1792 FUL 12
804 FSL, 1988 FEL, SWGE, SEC 28, T8S R10E, UTAH COUNTY, UTAH
NESW 10S 17E

CHECK APPROPRIATE BOX(s) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> Notice of Intent	<input type="checkbox"/> Change of Name	<input type="checkbox"/> Change of Plans
<input checked="" type="checkbox"/> Subsequent Report	<input type="checkbox"/> Recompletion	<input type="checkbox"/> New Construction
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Plugging Back	<input type="checkbox"/> Non-Routine Fracturing
	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> Water Shut-Off
	<input type="checkbox"/> Altering Casing	<input type="checkbox"/> Conversion to Injection
	<input type="checkbox"/> Other _____	<input type="checkbox"/> Dispose Water

(Note: Report results of multiple completion on Well Completion or

WEEKLY STATUS

Describe Proposed or Completed Operations (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. If well is sectionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)*

Conditioning hole

RECEIVED

APR 30 2002

DIVISION OF
OIL, GAS AND MINING

I hereby certify that the foregoing is true and correct
Signed *JOE* Title *Engineer* Date *4-26-2002*

This space for Federal or State office use)
Approved by _____ Title _____ Date _____
Conditions of approval, if any:

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.
* See Instructions on Reverse Side

008

RECEIVED

APR 30 2002

Page 1 of 2

PHILLIPS PETROLEUM CO

Daily Drilling Report

DIVISION OF
OIL, GAS AND MINES

WELL NAME FEDERAL 23-12 NO. 1	JOB NUMBER 1	EVENT CODE ODR	24 HRS PROG	TMD 6,685	TVD 6,685	DFS 14	REPT NO. 18	DATE 4/26/2002
SUPERVISOR R W. HAIR	RIG NAME & NO. Patterson 12	FIELD NAME / OCS NO. RIVERBEND PROSP	AUTH MD 11,800.00	DAILY TANG 0.00	CUM. TANG 93,506.00			
CURRENT STATUS CIRC, MUD UP/WT UP.			ACCIDENTS LAST 24 HRS.?	DAILY INT W/O MUD 23,254.80	CUM INTANG W/ MUD 541,105.80			
24 HR FORECAST MUD UP/WT UP, W/R TO BTM, DRLG 7 7/8" PROD HOLE.			DATE OF LAST SAFETY MEETING 4/25/2002	DAILY TOTAL 23,255	CUM COST W/ MUD 634,612			
LITHOLOGY 20% SANDSTONE, 60% SHALE &	JAR HRS OF SERVICE	BHA HRS SINCE INSP	LEAKOFF	AFE WAR.BSD.V014	AUTH. 1,042,277			
LAST SURVEY: DATE 4/25/2002	TMD 6,160.0	INC 2.000	AZIM 0.000	LAST CASING 9.625 (in.) @ 5,049.0 (ft)	NEXT CASING 4.500 (in.) @ 11,810.0 (ft)	LAST BOP PRES TEST 4/22/2002		

24 HR SUMMARY: WORK PIPE, MIX KCL, CIRC HOLE W/ KCL, WASH/REAM, PIPE STUCK, WORK PIPE FREE, CIRC CLEAN, SWEEP HOLE, WASH/REAM, PIPE STUCK, WORK FREE, CIRC & WT UP.

OPERATIONS SUMMARY

FROM	TO	HOURS	CODE	TROUBLE	SUB	PHASE	DESCRIPTION
06:00	09:00	3.00	DR P		5	50PRDR	WORK PIPE & CIRC HOLE CLEAN, MIXING KCL @ 7 PPB.
09:00	10:45	1.75	DR P		5	50PRDR	HELD SAFETY MTG, CIRC HOLE CLEAN W/ 2% KCL, FIRST CIRC 70 MINS. LARGE AMOUNT OF SHALE IN RETURNS.
10:45	11:00	0.25	DR P		d	50PRDR	MADE CONNECTION TO WASH/REAM, PIPE STUCK @ 6516'.
11:00	13:00	2.00	DR T	DS10	a	50PRDR	WORK PIPE FREE.
13:00	15:00	2.00	DR T	DS10	5	50PRDR	CIRC HOLE CLEAN, SWEEP HOLE W/ 2 HIGH VIS SWEEPS, SMALL AMOUNT OF SHALE IN SWEEPS.
15:00	17:00	2.00	DR P		d	50PRDR	WASH & REAM 1 JT DOWN TO 6485', CIRC CLEAN W/ SWEEP, MADE CONNECTION, PIPE STUCK.
17:00	19:30	2.50	DR T	DS10	a	50PRDR	WORK PIPE FREE.
19:30	06:00	10.50	DR P		5	50PRDR	HELD SAFETY MTG, CIRC HOLE CLEAN, WEIGHT UP TO 9 PPG +-30 VIS. SOAP FROM AIR JAMMERS, AIRING UP PUMPS, BUTTERFLY VALVE TO CHANGE FLOW TO STEEL PITS WASHED OUT.

BITS

BIT / RUN	SIZE	MANUF.	TYPE	SERIAL NO.	JETS OR TFA	DEPTH IN	DATE IN	I-O-D-L-B-G-O-R
5 / 1	7.875	Security	XS33	751814	18/18/18///	5,574.0	4/24/2002	0-0----

BIT OPERATIONS

BIT / RUN	WOB	RPM	GPM	PRESS	P BIT	HRS	24Hr DIST	24Hr ROP	CUM HRS	CUM DEPTH	CUM ROP
-----------	-----	-----	-----	-------	-------	-----	-----------	----------	---------	-----------	---------

BHA NO.	5	BHA / HOLE CONDITIONS								BIT NO.	
BHA WT. BELOW JARS		STRING WT. UP		STRING WT. DN		STRING WT. ROT		TORQUE / UNITS		BHA LENGTH	700.93
ITEM DESCRIPTION				NO JTS	LENGTH	O.D.	I.D.	CONN SIZE	CONN TYPE		
BIT				1	1.00	7.875		4.500	REG		
SUB - BIT				1	1.96	9.250	2.750	4.500	XH		
DC				24	697.97	6.250	2.375	4.500	XH		

PERSONNEL DATA

COMPANY	SERVICE	NO.	HOURS	COMPANY	SERVICE	NO.	HOURS
Patterson Drig		11	24.00	Weatherford Air		3	24.00
Nebeker				Weatherford Chemical		1	6.00
Supervision		2	24.00	PASON	MUD LOGGER	1	24.00

MATERIALS / CONSUMPTION

ITEM	UNITS	USAGE	ON HAND	ITEM	UNITS	USAGE	ON HAND
DIESEL			11,724				

PHILLIPS PETROLEUM CO

Daily Drilling Report

WELL NAME	JOB NUMBER	EVENT CODE	24 HRS PROG	TMD	TVD	DFS	REPT NO.	DATE
FEDERAL 23-12 NO. 1	1	ODR		6,685	6,685	14	18	4/26/2002

MUD INVENTORY

ITEM	UNITS	USAGE	COST	ON HAND
Hi Yield Gel	50.00 lb	150	597.00	255
Anco Drill	5.00 gal	22	1,375.00	2
Sawdust	20.00 lb	50	1,000.00	25
Lime	50.00 lb	100	445.00	250
Gypsum	50.00 lb			120
Pallets	1.00 ea			18
Shrink Rap	ea			18
Engineer	ea			
Transportation	cwt			
CI 300A				4
CHEM SEAL				120
KCL	50.00 LB	182	1,983.80	847
CEDAR FIBER	40.00 LB	25		75

Form 3160-5
Use 1993

009

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or to deepen or reentry to a different reservoir.
Use "APPLICATION FOR PERMIT--" for such proposals

SUBMIT IN TRIPLICATE

Type of Well
☐ Oil ☒ Gas ☐

Name of Operator PHILLIPS PETROLEUM

Address and Telephone 9780 MT., SUITE 200 ENGLWOOD CO, 80112

Location of Well (Footage, Sec., T., R., M., or Survey Description)

2882 1992 FUL NESW 12 16 17
201 FSL, 1999 FEL, SWSE, SEC 28, T8S R19E, UTAH COUNTY, UTAH

CONFIDENTIAL

FORM APPROVED
Budget Bureau No. 1004-0135
Expires: March 31, 1993

5. Lease Designation and Serial No.

UTU- 79035

6. If Indian, Allottee or Tribe Name

N/A

7. If Unit or CA, Agreement Designation

N/A

8. Well Name and No.

FEDERAL PETES WASH

9. API Well No.

23-12#1 43-047-34286

10. Field and Pool, or Exploratory Area

WILDCAT

11. County or Parish, State

UINTAH CO UTAH

CHECK APPROPRIATE BOX(s) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION

- ☐ Notice of Intent
☒ Subsequent Report
☐ Final Abandonment Notice

WEEKLY STATUS

TYPE OF ACTION

- ☐ Change of Name
☐ Recompletion
☐ Plugging Back
☐ Casing Repair
☐ Altering Casing
☐ Other _____

- ☐ Change of Plans
☐ New Construction
☐ Non-Routine Fracturing
☐ Water Shut-Off
☐ Conversion to Injection
☐ Dispose Water

(Note: Report results of multiple completion on Well Completion or

Describe Proposed or Completed Operations (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. If well is sectionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)*

Drilling ahead

RECEIVED

MAY 06 2002

DIVISION OF
OIL, GAS AND MINING

I hereby certify that the foregoing is true and correct

Signed JDS Title Engineer

Date 5/3/2002

(This space for Federal or State office use)

Approved by _____ Title _____ Date _____
Conditions of approval, if any:

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

* See Instructions on Reverse Side

PHILLIPS PETROLEUM CO

Daily Drilling Report

WELL NAME FEDERAL 23-12 NO. 1	JOB NUMBER 1	EVENT CODE ODR	24 HRS PROG 594	TMD 9,704	TVD 9,704	DFS 21	REPT NO. 25	DATE 5/3/2002
SUPERVISOR C. EMERSON/M. BALDE	RIG NAME & NO. Patterson 12	FIELD NAME / OCS NO. RIVERBEND PROSP	AUTH MD 11,800.00	DAILY TANG 0.00	CUM. TANG 93,506.00			
CURRENT STATUS Drilling @ 35' / Hr	ACCIDENTS LAST 24 HRS.?			DAILY INT W/O MUD 14,106.50	CUM INTANG W/ MUD 683,186.25			
24 HR FORECAST Drilling - Deliver Prod Casing	DATE OF LAST SAFETY MEETING 5/2/2002			DAILY TOTAL 14,107	CUM COST W/ MUD 776,692			
LITHOLOGY 90% SHALE, 5% SANDSTONE, 5%	JAR HRS OF SERVICE	BHA HRS SINCE INSP	LEAKOFF	AFE WAR.BSD.V014	AUTH. 1,042,277			
LAST SURVEY: DATE 5/2/2002	TMD 8,740.0	INC 1.500	AZIM 0.000	LAST CASING 9.625 (in.) @ 5,049.0 (ft)	NEXT CASING 4.500 (in.) @ 11,810.0 (ft)	LAST BOP PRES TEST 4/22/2002		

24 HR SUMMARY: Drilling - Perform Drill Rate Test - Drilling

OPERATIONS SUMMARY

FROM	TO	HOURS	CODE	TROUBLE	SUB	PHASE	DESCRIPTION
06:00	10:30	4.50	DR P		1	50PRDR	DRLG F/ 9110' - 9214' - ROP: 23FPH - WOB:45-50 -RPM:40/80 - CIRC RESERVE PIT - PERFORM DRILL RATE TEST
10:30	11:00	0.50	DR P		1	50PRDR	SERVICE RIG - FUNCTION BOP
11:00	06:00	19.00	DR P		1	50PRDR	DRLG F/ 9214' TO 9704' - ROP: 26 FPH - WOB:45-50 -RPM:40/90 - CIRC RESERVE PIT - COMPLETE DRILL RATE TEST

DENSITY(ppg)		8.70		PP			ECD	MUD DATA		DAILY COST		0.00		CUM COST		0.00	
FV	PV/YP	GELS	WL/HTHP	FC/T.SOL	OIL/WAT		%Sand/MBT		Ph/pM	Pi/Mf	CI	Ca	H2S	LIME	ES		
26	/	/	/	/	/		/		10.80/	0.6/1.0	33,000	300					

BITS

BIT / RUN	SIZE	MANUF.	TYPE	SERIAL NO.	JETS OR TFA	DEPTH IN	DATE IN	I-O-D-L-B-G-O-R
7 / 1	7.875	Security	XS44	755818	16/16////	8,810.0	5/1/2002	0-0-----

BIT OPERATIONS

BIT / RUN	WOB	RPM	GPM	PRESS	P BIT	HRS	24Hr DIST	24Hr ROP	CUM HRS	CUM DEPTH	CUM ROP
7 / 1	45 / 50	40.0 / 50.0	360	1,650	673	23.50	594.0	25.28	34.50	894.0	25.91

PUMP / HYDRAULIC DATA

NO.	MAKE OF PUMP	STROKE (in)	LINER (in)	SPM	Q (gpm)	PRESS. (psi)	TOTAL Q	KILL SPM / PRESSURE
1	BREWSTER	16.000	6.000	57	360	1,650	360	

BHA NO.	7	BHA / HOLE CONDITIONS							BIT NO.	7
---------	---	-----------------------	--	--	--	--	--	--	---------	---

BHA WT. BELOW JARS	STRING WT. UP	STRING WT. DN	STRING WT. ROT	TORQUE / UNITS	BHA LENGTH
	255,000	215,000	232,000	1 ft-lbf	722.25

ITEM DESCRIPTION	NO JTS	LENGTH	O.D.	I.D.	CONN SIZE	CONN TYPE
BIT	1	1.00	7.875		4.500	REG
DOG SUB	1	0.65	7.625	2.250	4.500	REG
MUD MOTOR	1	20.00	6.250		4.500	REG
SUB - FLOAT	1	2.63	6.250		4.500	XH
DC	24	697.97	6.250	2.375	4.500	XH

PERSONNEL DATA

COMPANY	SERVICE	NO.	HOURS	COMPANY	SERVICE	NO.	HOURS
Patterson Drig	Drilling Contractor	11	24.00	Anchor Mud	Mud Consulting	1	4.00
Nebeker	Water			Aztec Pipe	Haul Casing	2	8.00
Emerson Energy	Supervision	1	24.00	Clark Welding	Safety Repairs	1	10.00
Pason	Mud Logger	1	24.00				

CONFIDENTIAL

PHILLIPS PETROLEUM CO

Daily Drilling Report

WELL NAME	JOB NUMBER	EVENT CODE	24 HRS PROG	TMD	TVD	DFS	REPT NO.	DATE
FEDERAL 23-12 NO. 1	1	ODR	594	9,704	9,704	21	25	5/3/2002

MATERIALS / CONSUMPTION

ITEM	UNITS	USAGE	ON HAND	ITEM	UNITS	USAGE	ON HAND
DIESEL	GAL	1,646	5,271				

MUD INVENTORY

ITEM	UNITS	USAGE	COST	ON HAND
Hi Yield Gel	50.00 lb			200
Anco Drill	5.00 gal	5	312.50	-8
Sawdust	20.00 lb			25
Lime	50.00 lb			125
Gypsum	50.00 lb			78
Pallets	1.00 ea			18
Shrink Rap	ea			3
Engineer	ea	1	235.00	-7
Transportation	cwt			-2
CI 300A	55.00			4
CHEM SEAL				120
KCL	50.00 LB			833
CEDAR FIBER	40.00 LB			75
ANCOBAR (SACK)	100.00 LB			128
SEA MUD	50.00			222
ANCO DEFOAM	5.00 GAL			24
CF DESCO	25.00 LB			18
CAUSTIC				44



PHILLIPS PETROLEUM COMPANY

**P.O. Box 3368
Englewood, Colorado 80155-3368**

CONFIDENTIAL

To: Carol Daniels

From: Jan Evans

Here is a copy of the weekly updates you have requested to be mailed to you. Any questions let me know at 303-643-4364

**Sincerely
Jan Evans
Petroleum Engineer
Phillips Petroleum Company**

RECEIVED

MAY 14 2002

**DIVISION OF
OIL, GAS AND MINING**

Form 3160-5
Use 1990)UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENTFORM APPROVED
Budget Bureau No. 1004-0135
Expires: March 31, 1993

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill or to deepen or reentry to a different reservoir.
Use "APPLICATION FOR PERMIT--" for such proposals

SUBMIT IN TRIPLICATE

Type of Well
☐ Oil ☒ Gas

Name of Operator

PHILLIPS PETROLEUM

Address and Telephone 9780 MT., SUITE 200 ENGLWOOD CO, 80112

Location of Well (Footage, Sec., T., R., M., or Survey Description)

604' FSL, 1999' FEL, SWSE, SEC 29, T28 R10E, UINTAH COUNTY, UTAH

CONFIDENTIAL

5. Lease Designation and Serial No.

UTU- 79035

6. If Indian, Allottee or Tribe Name

N/A

7. If Unit or CA, Agreement Designation

N/A

8. Well Name and No.

FEDERAL PETES WASH

9. API Well No.

23-12#1 43-042-34286

10. Field and Pool, or Exploratory Area

WILDCAT

11. County or Parish, State

UINTAH CO UTAH

CHECK APPROPRIATE BOX(s) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION

- ☐
- Notice of Intent
-
- ☒
- Subsequent Report
-
- ☐
- Final Abandonment Notice

WEEKLY STATUS

TYPE OF ACTION

- ☐
- Change of Name
-
- ☐
- Recompletion
-
- ☐
- Plugging Back
-
- ☐
- Casing Repair
-
- ☐
- Altering Casing
-
- ☐
- Other

- ☐
- Change of Plans
-
- ☐
- New Construction
-
- ☐
- Non-Routine Fracturing
-
- ☐
- Water Shut-Off
-
- ☐
- Conversion to Injection
-
- ☐
- Dispose Water

(Note: Report results of multiple completion on Well Completion or

Describe Proposed or Completed Operations (Clearly state all pertinent details, and give pertinent dates, including estimated date of starting any proposed work. If well is occasionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)*

Working through a tight spot @ 5000 ft.

RECEIVED

MAY 14 2002

DIVISION OF
OIL, GAS AND MINING

I hereby certify that the foregoing is true and correct

Signed

Title Engineer

Date 5-10-2002

(This space for Federal or State office use)

Approved by

Title

Date

Conditions of approval, if any:

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

* See Instructions on Reverse Side

CONFIDENTIAL

Page 1 of 2

PHILLIPS PETROLEUM CO

Daily Drilling Report

WELL NAME PETES WASH FEDERAL 23-12 NO. 1	JOB NUMBER 1	EVENT CODE ODR	24 HRS PROG	TMD 11.120	TVD 11.120	DFS 28	REPT NO. 32	DATE 5/10/2002
SUPERVISOR C.Emerson/M.Balderston	RIG NAME & NO. Patterson 12	FIELD NAME / OCS NO. RIVERBEND PROSP	AUTH MD 11.800.00	DAILY TANG 0.00	CUM. TANG 93.506.00			
CURRENT STATUS Reaming @ 5000'		ACCIDENTS LAST 24 HRS.?	DAILY INT W/O MUD 20.305.55	CUM INTANG W/ MUD 816.899.07				
24 HR FORECAST Mill Through Obstruction		DATE OF LAST SAFETY MEETING 5/8/2002	DAILY TOTAL 20.306	CUM COST W/ MUD 910.405				
LITHOLOGY 90% Shale.5% Sand. 5% Carb Shal	JAR HRS OF SERVICE	BHA HRS SINCE INSP	LEAKOFF	AFE 10024363	AUTH. 1.042.277			
LAST SURVEY: DATE 5/6/2002	TMD 10.790.0	INC 2.000	AZIM 0.000	LAST CASING 9.625 (in.) @ 5.049.0 (ft)	NEXT CASING 4.500 (in.) @ 11.810.0 (ft)	LAST BOP PRES TEST 4/22/2002		

24 HR SUMMARY: RU Power Swivel & Ream Hole

OPERATIONS SUMMARY

FROM	TO	HOURS	CODE	TROUBLE	SUB	PHASE	DESCRIPTION
06:00	09:00	3.00	DR T	DX99	z	50PRDR	Work Tool Joint Up Through Table To Breakout Kelly w/ Bit @ 6272'
09:00	14:00	5.00	DR T	DX99	2	50PRDR	Held Safety Meeting & RU Bowen 200Ton Power Swivel Unit - Review Safe Operation w/ Crew
14:00	04:00	14.00	DR T	DX99	h	50PRDR	Reaming Up From 6272' (Reamer @ 5417') To 5890' (Reamer @ 5005' Base Of Surface) Sample @ Shaker Showed Minor Amount Formation Material But Collected Significant Amount Of Fine Metal On Magnet @ Shaker - Reaming Increasingly Easier Until Hitting Something Solid @ 5005'
04:00	06:00	2.00	DR T	DX99	h	50PRDR	Reaming From 5890' (Mill @ 5005') To 5885' (Mill @ 5000')

MUD GAS

AVG. CONN:	AVG. TRIP:	AVG. BKGRD:	UNITS
MAX. CONN:	MAX. TRIP:	MAX. DRL:	
			1,250
			2,200

DENSITY(ppg)		9.50	PP	ECD		9.7	MUD DATA	DAILY COST		0.00		CUM COST		0.00	
FV	PV/YIP	GELS	WL/HTHP	FC/T.SOL	OIL/WAT		%Sand/MBT	Ph/pM	Pf/Mf	CI	Ca	H2S	LIME	ES	
38	6/6	/1	10.8/	2.0/5.0	/		0.25/	11.00/	0.8/1.2	38,000					

MUD VOLUMES (bbl) / ANNULAR VELOCITIES (ft/min)

HOLE	1	2	3	4	TOTAL	MUD LOST	MUD DUMPED	ANN VEL DP	ANN VEL DC	ANN VEL RISER
727.5	110.0	110.0	110.0	110.0	1,168.5			219.0	360.1	

BITS

BIT / RUN	SIZE	MANUF.	TYPE	SERIAL NO.	JETS OR TFA	DEPTH IN	DATE IN	I-O-D-L-B-G-O-R
9 / 1	7.875	Security	XS48	751802	16/16/16///	11,120.0	5/8/2002	0-0-----

BIT OPERATIONS

BIT / RUN	WOB	RPM	GPM	PRESS	P BIT	HRS	24Hr DIST	24Hr ROP	CUM HRS	CUM DEPTH	CUM ROP
-----------	-----	-----	-----	-------	-------	-----	-----------	----------	---------	-----------	---------

BHA NO.	9	BHA / HOLE CONDITIONS					BIT NO.	
BHA WT. BELOW JARS		STRING WT. UP	STRING WT. DN	STRING WT. ROT	TORQUE / UNITS		BHA LENGTH	
45,000		170,000	157,000	155,000	ft-lbf		855.63	

ITEM DESCRIPTION	NO JTS	LENGTH	O.D.	I.D.	CONN SIZE	CONN TYPE
BIT	1	1.00	7.875		4.500	REG
DOG SUB	1	0.65	7.625	2.250	4.500	REG
MUD MOTOR	1	27.83	6.750		4.500	REG
DC	21	611.05	6.250	2.375	4.500	XH
JAR	1	28.13	6.125	2.250	4.500	XH
DC	3	86.92	6.250	2.375	4.500	XH
DRILL PIPE	3	95.66	6.250	2.800	4.500	XH
REAMER - 6 POINT STRING	1	4.39	7.375	2.750	4.500	XH

CONFIDENTIAL

PHILLIPS PETROLEUM CO

Daily Drilling Report

WELL NAME	JOB NUMBER	EVENT CODE	24 HRS PROG	TMD	TVD	DFS	REPT NO.	DATE
FEDERAL 23-12 NO. 1	1	ODR		11.120	11.120	28	32	5/10/2002

PERSONNEL DATA

COMPANY	SERVICE	NO.	HOURS	COMPANY	SERVICE	NO.	HOURS
Patterson Drig	Drilling Contractor	11	144.00	Pason	Mud Logger	1	24.00
Nebeker	Water	1	8.00	Anchor Mud	Mud Consulting	1	4.00
Phillips Pet	Supt	1	18.00	WEATHERFORD	Swivel Operator	1	24.00
Emerson Energy	Supervision	1	24.00	Martin Trucking	Haul Rental Equip	2	10.00

MATERIALS / CONSUMPTION

ITEM	UNITS	USAGE	ON HAND	ITEM	UNITS	USAGE	ON HAND
DIESEL	GAL	581	2,702				

MUD INVENTORY

ITEM	UNITS	USAGE	COST	ON HAND
AncoBar(Bulk)	1.00 ton			24
AncoBar(Sack)	100.00 lb	52	280.80	196
AncoGel	50.00 lb			411
Caustic	50.00 lb	4	76.40	26
Lime	50.00 lb	10	44.50	161
Anco Drill	5.00 gal	8	500.00	34
Gypsum	50.00 lb			54
SeaMud	50.00 lb			333
AncoDefoam	5.00 gal	1	87.75	19
KCL	50.00 lb	49	274.40	686
Desco	25.00 lb	2	70.20	14
DrisPac	50.00 lb	2	292.50	-3
Starch				200
Cedar Fiber	40.00 lb			175
Sawdust	20.00 lb			40
CI 300A	55.00 gal			3
ExCide102	5.00 gal			12
Engineer	1.00 ea	1	235.00	-6
Pallets	1.00 ea			
Shrink Rap	1.00 ea			
Coupons	1.00 ea			
Transportation	1.00 cwt			-1
Tax	1.00 ea	1	124.00	-1
Trailer Rental	1.00 ea	1	50.00	-1

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 6

ENTITY ACTION FORM

Operator: Phillips Petroleum Company
Address: 9780 Mt. Pyramid Court, Suite 200
city Englewood
state CO zip 80112

Operator Account Number: N 1475

Phone Number: (303) 643-3950

Well 1

API Number	Well Name	QQ	Sec	Twp	Rng	County
047-34539	Federal 14-18-2 #1	SWSW	18	10S	18E	Uintah
Action Code	Current Entity Number	New Entity Number	Spud Date	Entity Assignment Effective Date		
A	99999	13491	5/15/2002	5-28-02		
Comments: CONFIDENTIAL						

Well 2

API Number	Well Name	QQ	Sec	Twp	Rng	County
047-34286	Federal 23-12 #1	NESW	12	10S	17E	Uintah
Action Code	Current Entity Number	New Entity Number	Spud Date	Entity Assignment Effective Date		
A	99999	13492	4/4/2002	5-28-02		
Comments: CONFIDENTIAL						

Well 3

API Number	Well Name	QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date	Entity Assignment Effective Date		
Comments:						

ACTION CODES:

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (Explain in 'comments' section)

Cathi Boles

Name (Please Print)

Cathi Boles

Signature

HES Clerk

Title

5/23/2002

Date



PHILLIPS PETROLEUM COMPANY

9780 Mt. Pyramid Ct., Suite 200
Englewood, Colorado 80112

CONFIDENTIAL

July 31, 2002

Completion Report Federal Well 23-12 No. 1

Carol Daniels
Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

RECEIVED

AUG 01 2002

DIVISION OF
OIL, GAS AND MINING

Dear Ms. Daniels:

Phillips Petroleum Company (Phillips) respectfully submits a Completion Report (Form 3160-4) for ~~Federal~~ Well 23-12 No. 1 and associated logs.

PETES WASH

Should you have questions or require additional information, please call me at 303-643-3950.

Sincerely,

Cathi Boles

Cathi Boles
HES Clerk

Enc.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

CONFIDENTIAL

FORM APPROVED
OMB No. 1004-0137
Expires: November 30, 2000

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. Lease Serial No.
UTU-770631a. Type of Well ☐ Oil Well ☒ Gas Well ☐ Dry ☐ Other
b. Type of Completion ☒ New Well ☐ Work Over ☐ Deepen ☐ Plug Back ☐ Diff. Resvr.
Other _____

6. If Indian, Allottee or Tribe Name

7. Unit or CA Agreement Name and No.

2. Name of Operator
PHILLIPS PETROLEUM COMPANYContact: CATHI BOLES
E-Mail: CBoles@ppco.com8. Lease Name and Well No.
FEDERAL 23-12 13. Address 9780 MT. PYRAMID CT., SUITE 200
ENGLEWOOD, CO 801123a. Phone No. (include area code)
Ph: 303.643.39509. API Well No.
43-047-34286

4. Location of Well (Report location clearly and in accordance with Federal requirements)

At surface NESW 2282FSL 1792FWL

At top prod interval reported below NESW 2282FSL 1792FWL

At total depth NESW 2282FSL 1792FWL

10. Field and Pool, or Exploratory
WILDCAT11. Sec., T., R., M., or Block and Survey
or Area Sec 12 T10S R17E Mer SLB12. County or Parish
UINTAH13. State
UT14. Date Spudded
04/04/200215. Date T.D. Reached
05/22/200216. Date Completed
☐ D & A ☒ Ready to Prod.
06/30/200217. Elevations (DF, KB, RT, GL)*
5465 GL18. Total Depth: MD 11866
TVD19. Plug Back T.D.: MD 11820
TVD20. Depth Bridge Plug Set: MD 11809
TVD

21. Type Electric & Other Mechanical Logs Run (Submit copy of each)

CBL, SDO, SN, GR, DLMS
8-1-02 8-1-02 8-1-02 TEMP LOG/GR - 8-1-0222. Was well cored? ☒ No ☐ Yes (Submit analysis)
Was DST run? ☒ No ☐ Yes (Submit analysis)
Directional Survey? ☒ No ☐ Yes (Submit analysis)

23. Casing and Liner Record (Report all strings set in well)

Hole Size	Size/Grade	Wt. (#/ft.)	Top (MD)	Bottom (MD)	Stage Cementer Depth	No. of Sk. & Type of Cement	Slurry Vol. (BBL)	Cement Top*	Amount Pulled
12.250	9.625 J-44	40.0		5049		1380	689	0	0
7.875	4.500 P-110	13.5		11810		2770	893	0	81
17.500	13.375 H-40	48.0	0	227		260	55	0	0

24. Tubing Record

Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)

25. Producing Intervals

WS/MVD Re BGH

26. Perforation Record

Formation	Top	Bottom	Perforated Interval	Size	No. Holes	Perf. Status
A) WASATCH	5148	8534	11582 TO 11472	0.340	24	
B) MESAVERDE	8534	11616	11218 TO 11138	0.340	24	
C) CASTLEGATE	11616	11810	11084 TO 10934	0.340	30	
D) CASTLEGATE 2	11810	11866				

27. Acid, Fracture, Treatment, Cement Squeeze, Etc.

Depth Interval	Amount and Type of Material
11582 TO 11472	61638 GAL OF FLUID AND 118070 OF 20/40 ACFRAC PR6000
11218 TO 11138	98160 GAL FLUID AND 240000 LBS OF 20/40 ACFRAC PR6000
11084 TO 10934	110271 GAL FLUID, 145000 20/40 OTTAWA AND 165000 LBS ACFRAC PR6000

28. Production - Interval A

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
06/30/2002	07/01/2002	24	→	27.0	1149.0	345.0			FLOWS FROM WELL
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
8	0	3000.0	→					PGW	

28a. Production - Interval B

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
06/30/2002			→	27.0					FLOWS FROM WELL
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
			→					PGW	

(See Instructions and spares for additional data on reverse side)

RECEIVED

AUG 01 2002

DIVISION OF
OIL, GAS AND MINING

CONFIDENTIAL

28b. Production - Interval C

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
06/30/2002	07/01/2002	24	→	27.0	1149.0	345.0			FLOWS FROM WELL
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
8	SI	3000.0	→					PGW	

28c. Production - Interval D

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
			→						
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
	SI		→						

29. Disposition of Gas(Sold, used for fuel, vented, etc.)
SOLD

30. Summary of Porous Zones (Include Aquifers):

Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

31. Formation (Log) Markers

Formation	Top	Bottom	Descriptions, Contents, etc.	Name	Top Meas. Depth
WASATCH	5148	8534	SANDSTONE/SHALE	WASATCH	5148
MESAVERDE	8534	11616	SANDSTONE/SHALE	MESAVERDE	8534
CASTLEGATE	11616	11810	SANDSTONE/SHALE	CASTLEGATE	11616
CASTLEGATE 2	11810	11866	SANDSTONE/SHALE	CASTLEGATE 2	11810

32. Additional remarks (include plugging procedure):

First production came from the Castlegate and Mesaverde intervals.

Phillips Petroleum Company plans to run 2.375" tubing in approximately one month from the date of this completion report.

33. Circle enclosed attachments:

- | | | | |
|---|--------------------|---------------|-----------------------|
| 1. Electrical/Mechanical Logs (1 full set req'd.) | 2. Geologic Report | 3. DST Report | 4. Directional Survey |
| 5. Sundry Notice for plugging and cement verification | 6. Core Analysis | 7. Other: | |

34. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records (see attached instructions):

Name (please print) CATHI BOLES

Title HES CLERK

Signature

Cathi Boles

Date 07/30/2002

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

CONFIDENTIAL

Form 3160-4
(August 1999)UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENTFORM APPROVED
OMB No. 1004-0137
Expires: November 30, 2000

013

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

5. Lease Serial No.
UTU-770631a. Type of Well ☐ Oil Well ☒ Gas Well ☐ Dry ☐ Other
b. Type of Completion ☒ New Well ☒ Work Over ☐ Deepen ☐ Plug Back ☐ Diff. Resvr.
Other Repair

6. If Indian, Allottee or Tribe Name

7. Unit or CA Agreement Name and No.

2. Name of Operator
PHILLIPS PETROLEUM COMPANYContact: CATHI BOLES
E-Mail: csboles@ppco.com8. Lease Name and Well No.
~~FEDERAL~~ 23-12 1 PETES WASH3. Address 9780 MT. PYRAMID CT., SUITE 200
ENGLEWOOD, CO 801123a. Phone No. (include area code)
Ph: 303.643.39509. API Well No.
43-047-34286

4. Location of Well (Report location clearly and in accordance with Federal requirements)*

At surface NESW 2282FSL 1792FWL

At top prod interval reported below NESW 2282FSL 1792FWL

At total depth NESW 2282FSL 1792FWL

10. Field and Pool, or Exploratory
WILDCAT11. Sec., T., R., M., or Block and Survey
or Area Sec 12 T10S R17E Mer SLB12. County or Parish
UINTAH13. State
UT14. Date Spudded
04/04/200215. Date T.D. Reached
05/22/200216. Date Completed
☐ D & A ☒ Ready to Prod.
06/30/200217. Elevations (DF, KB, RT, GL)*
5465 GL18. Total Depth: MD 11866
TVD19. Plug Back T.D.: MD 11820
TVD20. Depth Bridge Plug Set: MD 11809
TVD21. Type Electric & Other Mechanical Logs Run (Submit copy of each)
CBL, SDDSN, GR, DLMS22. Was well cored? ☒ No ☐ Yes (Submit analysis)
Was DST run? ☒ No ☐ Yes (Submit analysis)
Directional Survey? ☒ No ☐ Yes (Submit analysis)

23. Casing and Liner Record (Report all strings set in well)

Hole Size	Size/Grade	Wt. (#/ft.)	Top (MD)	Bottom (MD)	Stage Cementer Depth	No. of Sk. & Type of Cement	Slurry Vol. (BBL)	Cement Top*	Amount Pulled
12.250	9.625 J-44	40.0		5049		1380	689	0	0
7.875	4.500 P-110	13.5		11810		2770	893	0	81
17.500	13.375 H-40	48.0	0	227		260	55	0	0

24. Tubing Record

Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)	Size	Depth Set (MD)	Packer Depth (MD)
2.375	10813							

25. Producing Intervals

26. Perforation Record

Formation	Top	Bottom	Perforated Interval	Size	No. Holes	Perf. Status
A) WASATCH	5148	8534	11734 TO 11622	0.340	30	
B) MESAVERDE	8534	11616	11582 TO 11472	0.340	24	
C) CASTLEGATE	11616	11810	11218 TO 11138	0.340	24	
D) CASTLEGATE 2	11810	11866	11084 TO 10934	0.340	30	

27. Acid, Fracture, Treatment, Cement Squeeze, Etc.

Depth Interval	Amount and Type of Material
11734 TO 11622	78759 GAL OF FLUID AND 151000 OF 20/40 ACFRAC PR6000
11582 TO 11472	61638 GAL OF FLUID AND 118070 LBS OF 20/40 ACFRAC PR6000
11218 TO 11138	98160 GAL FLUID AND 240000 LBS OF 20/40 ACFRAC PR6000
11084 TO 10934	110271 GAL FLUID, 145000 20/40 OTTAWA AND 165000 LBS ACFRAC PR6000

28. Production - Interval A

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
06/30/2002	07/01/2002	24	→	27.0	1149.0	345.0			FLOWS FROM WELL
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
8	SI	3000.0	→					PGW	

28a. Production - Interval B

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
06/30/2002	08/30/2002	24	→	0.0	891.0	64.0			FLOWS FROM WELL
Choke Size	Tbg. Press. Flwg. SI	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
	1450 SI	1950.0	→					PGW	

(See Instructions and spaces for additional data on reverse side)

ELECTRONIC SUBMISSION #13145 VERIFIED BY THE BLM WELL INFORMATION SYSTEM

RECEIVED

OCT 10 2002

DIVISION OF
OIL, GAS AND MINING

CONFIDENTIAL

28b. Production - Interval C

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
06/30/2002	07/01/2002	24	→	27.0	1149.0	345.0			FLows FROM WELL
Choke Size	Tbg. Press. Flwg.	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
8	SI	3000.0	→					PGW	

28c. Production - Interval D

Date First Produced	Test Date	Hours Tested	Test Production	Oil BBL	Gas MCF	Water BBL	Oil Gravity Corr. API	Gas Gravity	Production Method
			→						
Choke Size	Tbg. Press. Flwg.	Csg. Press.	24 Hr. Rate	Oil BBL	Gas MCF	Water BBL	Gas:Oil Ratio	Well Status	
	SI		→						

29. Disposition of Gas(Sold, used for fuel, vented, etc.)
SOLD

30. Summary of Porous Zones (Include Aquifers):

Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

31. Formation (Log) Markers

Formation	Top	Bottom	Descriptions, Contents, etc.	Name	Top Meas. Depth
WASATCH	5148	8534	SANDSTONE/SHALE	WASATCH	5148
MESAVERDE	8534	11616	SANDSTONE/SHALE	MESAVERDE	8534
CASTLEGATE	11616	11810	SANDSTONE/SHALE	CASTLEGATE	11616
CASTLEGATE 2	11810	11866	SANDSTONE/SHALE	CASTLEGATE 2	11810

RECEIVED

OCT 10 2002

32. Additional remarks (include plugging procedure):

This is an amended completion report with tubing information and also the 4th stage of perforations and fracturing.

DIVISION OF
OIL, GAS AND MINING

33. Circle enclosed attachments:

1. Electrical/Mechanical Logs (1 full set req'd.)
2. Geologic Report
3. DST Report
4. Directional Survey
5. Sundry Notice for plugging and cement verification
6. Core Analysis
7. Other:

34. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records (see attached instructions):

Electronic Submission #13145 Verified by the BLM Well Information System.
For PHILLIPS PETROLEUM COMPANY, will be sent to the Vernal

Name (please print) CATHI BOLES

Title HES CLERK

Signature

(Electronic Submission) Cathi Boles

Date 10/07/2002

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Eastern States Office
7450 Boston Boulevard
Springfield, Virginia 22153

IN REPLY REFER TO
3106.8(932.34)WF

January 16, 2003

NOTICE

ConocoPhillips Company	:	Oil & Gas Leases
P.O. Box 7500	:	
Bartlesville, Oklahoma 74005	:	

Merger/Name Change Recognized

Acceptable evidence was received in this office on January 14, 2003, concerning the change of name of Phillips Petroleum Company to **ConocoPhillips Company** and the merger of **Conoco Incorporated** into **ConocoPhillips Company** on Federal oil and gas leases, with **ConocoPhillips Company** being the surviving entity.

The Secretary of the State of Delaware certified the effective date of this merger effective December 31, 2002.

The oil and gas lease files identified on the enclosed exhibit have been noted to the merger. The exhibit was compiled from a list of leases obtained from your list of leases. Eastern States has not abstracted the lease files to determine if the entities affected by this merger hold an interest in the leases identified nor have we attempted to identify leases where the entities are the operator on the ground maintaining no vested record title or operating rights interest. We are notifying the Minerals Management Service and all applicable Bureau of Land Management offices of this merger and name change by a copy of this notice. If additional documentation for changes of operator are required by our Field Offices, you will be contacted by them.

If you identify other leases in which the merging entity maintain an interest, please contact this office and we will appropriately document those files with a copy of this Notice.

By Operation of law the name of the principal on Nationwide Oil and Gas Bond held by Conoco Incorporated (ES0085) has been changed to ConocoPhillips Company.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER <u>All</u>		5. LEASE DESIGNATION AND SERIAL NUMBER:
2. NAME OF OPERATOR: Phillips Petroleum Company		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 980 Plaza Office CITY Bartlesville STATE OK ZIP 74004		7. UNIT or CA AGREEMENT NAME:
4. LOCATION OF WELL FOOTAGES AT SURFACE: <u>See Attached List</u>		8. WELL NAME and NUMBER: <u>See Attached List</u>
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		9. API NUMBER: <u>See List</u>
STATE: UTAH		10. FIELD AND POOL, OR WILDCAT:

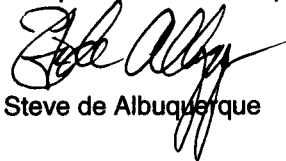
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA			
TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

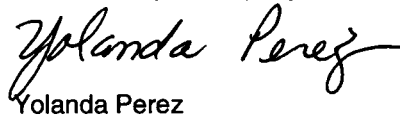
Conoco Inc. was merged into Phillips Petroleum Company, the surviving corporation, on December 31, 2002. In connection with this merger and effective on the same date, the name of the surviving corporation was changed to "ConocoPhillips Company". We are requesting that a new Operator Number be assigned to ConocoPhillips Company.

Please send production reporting forms to Herb Henderson at ConocoPhillips Company, 315 S. Johnstone, 980 Plaza Office, Bartlesville, OK 74004. Herb's phone number is 918-661-4415.

Current Operator
Phillips Petroleum Company


Steve de Albuquerque


New Operator
ConocoPhillips Company


Yolanda Perez

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) <u>Yolanda Perez</u>	TITLE <u>Sr. Regulatory Analyst</u>
SIGNATURE 	DATE <u>12/30/2002</u>

(This space for State use only)



9750 Mt. Pyramid Dr., Ste. 200
Englewood, CO 80112
Divisions of Oil, Gas, and Mining
Attn: Mr. John Baza
1594 West North Temple,
Suite 1210, P. O. Box 145801
Salt Lake City, UT 84114-5801

Re: Notice of Address Change, Merger and Name Change
Address Change effective **December 2, 2002**
Merger and Name Change effective **December 31, 2002**

Gentlemen:

1. Effective December 2, 2002, Phillips Petroleum Company will close its Englewood, Colorado Rocky Mountain Region office. After that time, all correspondence, notices and invoice for Land related matters should be directed to the address(es) noted below. Note that until December 31, 2002, all properties in which Phillips held an interest will continue to be operated by Phillips Petroleum Company, a wholly-owned subsidiary of ConocoPhillips.

2. On December 31, 2002, Phillips Petroleum Company and Conoco Inc. will merge, and the surviving corporation will be renamed "ConocoPhillips Company".

In accordance with the notice provisions of the Operating Agreements and other agreements, if any, between our companies, please adjust your company/organization records, effective for address purposes as of December 2, 2002, and for company name purposes, as of January 1, 2003, to reflect the following information for addressing and delivery of notices, invoicing and payment, and communications with ConocoPhillips Company. This will also apply to Lease Sale notices and other lease-related correspondence and notifications.

U.S. Mail Address:

ConocoPhillips Company
P.O. Box 2197
Houston, Texas 77252
Attn: Chief Landman,
San Juan/Rockies

Physical Address & Overnight Delivery:

ConocoPhillips Company
550 Westlake Park Blvd.
Three Westlake Park
3WL, Room WL 9000
Houston, Texas 77079
Attn: Chief Landman,
San Juan/Rockies

All ballots and official notices/responses sent by facsimile transmission should be sent to the following contact:

**Attn: Chief Landman,
San Juan/Rockies**

**Fax No.: 832-486-2688 or
832-486-2687**

Please contact the undersigned immediately if you have any questions. This notice does not apply to royalty inquiries, joint interest billings, or revenue remittances. Please continue to use the same addresses you are currently using for these matters

Sincerely,

RECEIVED

DEC 02 2002

**DIVISION OF
OIL, GAS AND MINING**




SECRETARY'S CERTIFICATE

I, the undersigned, Jennifer M. Garcia, Assistant Secretary of ConocoPhillips Company, formerly Phillips Petroleum Company, organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), hereby certify that:

1. As Assistant Secretary I am authorized to execute this certificate on behalf of the Corporation.
2. The attached photocopy of the Certificate of Amendment to the Restated Certificate of Incorporation of Phillips Petroleum Company (to be renamed ConocoPhillips Company) is a true and correct copy as filed in the office of the Secretary of State of Delaware on the 12th day of December 2002, with an effective date of January 1, 2003 and such Certificate of Amendment has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.
3. The attached photocopy of the Certificate of Merger of Conoco Inc. with and into ConocoPhillips Company is a true and correct copy as filed in the office of the Secretary of State of Delaware on the 12th day of December 2002, with an effective date of December 31, 2002 and such Certificate of Merger has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as Assistant Secretary and affixed the corporate seal of the Corporation this 7th day of January 2003.


Assistant Secretary
ConocoPhillips Company

STATE OF TEXAS

§
§
§

COUNTY OF HARRIS

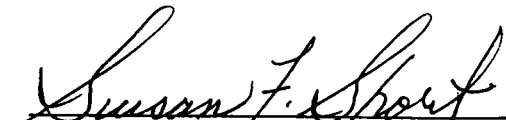
This instrument was acknowledged before me on January 7, 2003, by Jennifer M. Garcia, Assistant Secretary of ConocoPhillips Company, a Delaware corporation, on behalf of said Corporation.



RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING


Notary Public

Delaware

PAGE 1

The First State

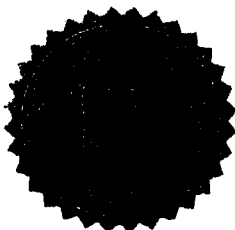
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PHILLIPS PETROLEUM COMPANY", CHANGING ITS NAME FROM "PHILLIPS PETROLEUM COMPANY" TO "CONOCOPHILLIPS COMPANY", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:41 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11 O'CLOCK P.M.

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183360

0064324 8100

030002793

DATE: 01-02-03

FROM RL&F#1

(THU) 12.12.02 13:32/ST. 13:34:48 (47) STATE P 5
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:41 PM 12/12/2002
020763238 - 0064324

CERTIFICATE OF AMENDMENT

to the

RESTATED CERTIFICATE OF INCORPORATION

of

**PHILLIPS PETROLEUM COMPANY
(to be renamed ConocoPhillips Company)**

Phillips Petroleum Company ("Phillips"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies that:

1. The amendments to Phillips' Restated Certificate of Incorporation set forth below were duly adopted in accordance with the provisions of Section 242 of the DGCL and have been consented to in writing by the sole stockholder of Phillips in accordance with Section 228 of the DGCL.

2. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Article I thereof and replacing in lieu thereof a new Article I reading in its entirety as follows:

"The name of the corporation (which is hereinafter referred to as the "Corporation") is ConocoPhillips Company."

3. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Section 1 of Article IV thereof and replacing in lieu thereof a new Section 1 reading in its entirety as follows:

"Section 1. The Corporation shall be authorized to issue 2,100 shares of capital stock, of which 2,100 shares shall be shares of Common Stock, \$.01 par value ("Common Stock")."

4. Pursuant to Section 103(d) of the DGCL, this amendment will become effective at 11:00 p.m., Eastern time, on December 31, 2002.

HOU03:884504.1

RECEIVED

JAN 08 2003

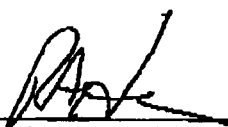
DIV. OF OIL, GAS & MINING

FROM RL&F#1

(THU) 12.12.02 13:32/ST. 13:31/NO. 4864756279 P 6

IN WITNESS WHEREOF, Phillips has caused this certificate to be executed this
12th day of December, 2002.

PHILLIPS PETROLEUM COMPANY

By: 
Name: Rick A. Harrington
Title: Senior Vice President, Legal,
and General Counsel

HOU03:884504.1

RECEIVED
JAN 08 2003
DIV. OF OIL, GAS & MINING

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CONOCO INC.", A DELAWARE CORPORATION,

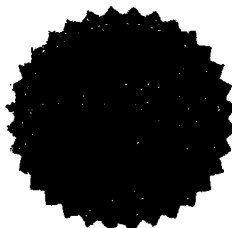
WITH AND INTO "CONOCOPHILLIPS COMPANY" UNDER THE NAME OF "CONOCOPHILLIPS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11:59 O'CLOCK P.M.

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING



0064324 8100M

030002793

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183370

DATE: 01-02-03

CERTIFICATE OF MERGER

of

Conoco Inc.
(a Delaware corporation)

with and into

ConocoPhillips Company
(a Delaware corporation)

Phillips Petroleum Company, a Delaware corporation to be renamed ConocoPhillips Company prior to the effective time of this certificate of merger (the "Surviving Corporation"), in compliance with the requirements of the General Corporation Law of the State of Delaware (the "DGCL") and desiring to effect a merger of Conoco Inc., a Delaware corporation formerly incorporated under the name Du Pont Holdings, Inc. (the "Merging Corporation," and together with the Surviving Corporation, the "Constituent Corporations"), with and into the Surviving Corporation, and acting by its duly authorized officer, DOES HEREBY CERTIFY that:

First: As of the date hereof, the name and state of incorporation of each of the Constituent Corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
PHILLIPS PETROLEUM COMPANY	Delaware
CONOCO INC.	Delaware

Second: An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL;

Third: The name of the Surviving Corporation will be ConocoPhillips Company;

Fourth: The Certificate of Incorporation of ConocoPhillips Company immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation until such time as it may be amended in accordance with applicable law and the provisions thereof;

Fifth: The executed agreement and plan of merger is on file at an office of the Surviving Corporation, the address of which is 600 North Dairy Ashford, Houston, Texas 77079;

RECEIVED

JAN 08 2003

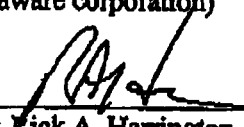
DIV. OF OIL, GAS & MINING

Sixth: A copy of the agreement and plan of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation; and

Seventh: Pursuant to Section 103(d) of the DGCL, this certificate of merger will become effective at 11:59 p.m., Eastern time, on December 31, 2002.

Dated: December 12, 2002

PHILLIPS PETROLEUM COMPANY
(a Delaware corporation)

27
By: 
Name: Rick A. Harrington
Title: Senior Vice President, Legal,
and General Counsel

STATE OF UTAH
DEPARTMENT OF COMMERCE
REGISTRATION

CONOCOPHILLIPS COMPANY

EFFECTIVE
06/14/1946

EXPIRATION
*RENEWAL

REFER: NUMBER(S), CLASSIFICATION(S) & DETAIL(S)

Corporation - Foreign - Profit
562960-0143

UNITED STATES CORP CO
CONOCOPHILLIPS COMPANY
GATEWAY TOWER EAST STE 900
10 EAST SOUTH TEMPLE
SLC UT 84133

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF COMMERCE
DIVISION OF CORPORATIONS & COMMERCIAL CODE
REGISTRATION

EFFECTIVE DATE: 06/14/1946

EXPIRATION DATE: *RENEWAL

ISSUED TO: CONOCOPHILLIPS COMPANY



REFERENCE NUMBER(S), CLASSIFICATION(S) & DETAIL(S)
562960-0143 Corporation - Foreign - Profit

*RENEWAL

You will need to renew your registration each anniversary date of the effective date.

Exceptions: DBAs and Business Trusts renew every three (3) years from the effective date.

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30887-00-00	ANDREEN 32-529	Gas Well	APD	32	14	S	10	E
43-007-30865-00-00	COTNER 29-549	Gas Well	APD	29	14	S	10	E
43-007-30837-00-00	DALLIN 32-615	Gas Well	APD	32	13	S	9	E
43-047-34551-00-00	FED 43-24-3 #1	Gas Well	APD	24	10	S	17	E
43-047-33982-00-00	FEDERAL 12-17 #1	Gas Well	APD	17	10	S	18	E
43-047-34471-00-00	FEDERAL 12-29-7 1	Gas Well	APD	29	9	S	19	E
43-047-34472-00-00	FEDERAL 31-31-6 1	Gas Well	APD	31	9	S	19	E
43-007-30864-00-00	MCKENDRICK 29-548	Gas Well	APD	29	14	S	10	E
43-015-30512-00-00	PPCO 19-379	Gas Well	APD	19	16	S	9	E
43-015-30515-00-00	PPCO 24-562	Gas Well	APD	24	16	S	8	E
43-015-30548-00-00	PPCO 30-605	Gas Well	APD	30	16	S	9	E
43-007-30888-00-00	PRICE 32-438	Gas Well	APD	32	14	S	10	E
43-007-30813-00-00	RITZAKIS 33-514	Gas Well	APD	33	13	S	9	E
43-007-30766-00-00	RITZAKIS 33-516	Gas Well	APD	33	13	S	9	E
43-007-30838-00-00	ROWLEY 32-616	Gas Well	APD	32	13	S	9	E
43-007-30863-00-00	SCHMIDT 29-531	Gas Well	APD	29	14	S	10	E
43-007-30797-00-00	SEELY 15-498	Gas Well	APD	15	14	S	8	E
43-007-30798-00-00	SEELY 15-499	Gas Well	APD	15	14	S	8	E
43-007-30799-00-00	SEELY 15-500	Gas Well	APD	15	14	S	8	E
43-007-30796-00-00	SEELY 22-492	Gas Well	APD	22	14	S	8	E
43-007-30801-00-00	SEELY 22-502	Gas Well	APD	22	14	S	8	E
43-007-30802-00-00	SEELY 22-503	Gas Well	APD	22	14	S	8	E
43-007-30711-00-00	USA 09-452	Gas Well	APD	9	15	S	8	E
43-015-30351-00-00	USA 11-313	Gas Well	APD	11	16	S	9	E
43-015-30398-00-00	USA 12-385	Gas Well	APD	12	16	S	9	E
43-015-30409-00-00	USA 12-426	Gas Well	APD	12	16	S	9	E
43-007-30805-00-00	USA 14-490	Gas Well	APD	14	14	S	8	E
43-007-30806-00-00	USA 14-491	Gas Well	APD	14	14	S	8	E
43-007-30676-00-00	USA 15-421	Gas Well	APD	15	15	S	8	E
43-015-30417-00-00	USA 21-427	Gas Well	APD	21	16	S	9	E
43-015-30416-00-00	USA 21-428	Gas Well	APD	21	16	S	9	E
43-015-30415-00-00	USA 21-429	Gas Well	APD	21	16	S	9	E
43-007-30515-00-00	USA 31-309	Gas Well	APD	31	15	S	10	E
43-007-30835-00-00	USA 33-515	Gas Well	APD	33	13	S	9	E
43-007-30836-00-00	USA 33-624	Gas Well	APD	33	13	S	9	E
43-007-30803-00-00	USA 34-518	Gas Well	APD	34	14	S	8	E
43-007-30478-00-00	UTAH 05-224	Gas Well	APD	5	15	S	9	E
43-015-30411-00-00	UTAH 16-365	Gas Well	APD	16	16	S	9	E
43-015-30412-00-00	UTAH 16-366	Gas Well	APD	16	16	S	9	E
43-015-30413-00-00	UTAH 16-430	Gas Well	APD	16	16	S	9	E
43-015-30299-00-00	UTAH 18-374	Gas Well	APD	18	16	S	9	E
43-015-30420-00-00	UTAH 19-377	Gas Well	APD	19	16	S	9	E
43-015-30492-00-00	UTAH 19-378	Gas Well	APD	19	16	S	9	E
43-007-30891-00-00	UTAH 19-533	Gas Well	APD	19	14	S	10	E
43-015-30414-00-00	UTAH 20-381	Gas Well	APD	20	16	S	9	E
43-015-30421-00-00	UTAH 20-382	Gas Well	APD	20	16	S	9	E
43-015-30518-00-00	UTAH 25-576	Gas Well	APD	25	16	S	8	E
43-015-30539-00-00	UTAH 25-578	Gas Well	APD	25	16	S	8	E
43-015-30540-00-00	UTAH 25-579	Gas Well	APD	25	16	S	8	E
43-007-30817-00-00	UTAH 25-618	Gas Well	APD	25	13	S	9	E
43-015-30543-00-00	UTAH 26-582	Gas Well	APD	26	16	S	8	E
43-015-30547-00-00	UTAH 29-608	Gas Well	APD	29	16	S	9	E
43-007-30889-00-00	UTAH 32-128	Gas Well	APD	32	14	S	10	E
43-007-30814-00-00	UTAH 35-506	Gas Well	APD	35	13	S	9	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpr	Twpr	Rngn	Rngd
43-047-33750-00-00	FEDERAL 34-29	Gas Well	P	29	9	S	19	E
43-007-30782-00-00	GAROFOLA 26-482	Gas Well	P	26	15	S	8	E
43-007-30335-00-00	GIACOLETTO 11-113	Gas Well	P	11	14	S	9	E
43-007-30407-00-00	GIACOLETTO 13-120	Gas Well	P	13	14	S	9	E
43-007-30345-00-00	GIACOLETTO 14-121	Gas Well	P	14	14	S	9	E
43-007-30487-00-00	HELPER & ASSOC 07-307	Gas Well	P	7	15	S	9	E
43-007-30459-00-00	HELPER & ASSOC 18-236	Gas Well	P	18	15	S	9	E
43-007-30720-00-00	HELPER & ASSOC 18-308	Gas Well	P	18	15	S	9	E
43-007-30412-00-00	HELPER & ASSOC 8-232	Gas Well	P	8	15	S	9	E
43-007-30258-00-00	HELPER & ASSOCIATES 7-84	Gas Well	P	7	15	S	9	E
43-007-30588-00-00	JENSEN 16-132	Gas Well	P	16	15	S	10	E
43-007-30420-00-00	KAKATSIDES 31-197	Gas Well	P	31	14	S	9	E
43-007-30296-00-00	LDS 17-133	Gas Well	P	17	15	S	10	E
43-007-30323-00-00	PAAR 16-146	Gas Well	P	16	14	S	9	E
43-047-34286-00-00	PETES WASH 23-12 #1	Gas Well	P	12	10	S	17	E
43-007-30748-00-00	PIERUCCI 25-461	Gas Well	P	25	15	S	8	E
43-007-30749-00-00	PIERUCCI 25-462	Gas Well	P	25	15	S	8	E
43-007-30754-00-00	PIERUCCI 26-463	Gas Well	P	26	15	S	8	E
43-007-30755-00-00	PIERUCCI 26-464	Gas Well	P	26	15	S	8	E
43-007-30745-00-00	PIERUCCI 26-481	Gas Well	P	26	15	S	8	E
43-007-30117-00-00	PINNACLE PEAK 19-171	Gas Well	P	19	14	S	9	E
43-007-30845-00-00	PMC 10-526	Gas Well	P	10	15	S	8	E
43-007-30282-00-00	POWELL 19-104	Gas Well	P	19	15	S	10	E
43-007-30283-00-00	POWELL 19-105	Gas Well	P	19	15	S	10	E
43-007-30346-00-00	POWELL 30-173	Gas Well	P	30	15	S	10	E
43-015-30279-00-00	PPCO 10-557	Gas Well	P	10	16	S	8	E
43-015-30494-00-00	PPCO 15-555	Gas Well	P	15	16	S	8	E
43-007-30211-00-00	PRETTYMAN 10-15-34	Gas Well	P	10	14	S	9	E
43-007-30340-00-00	PRETTYMAN 11-114	Gas Well	P	11	14	S	9	E
43-007-30653-00-00	RGC 21-331	Gas Well	P	21	15	S	9	E
43-007-30743-00-00	RGC 21-332	Gas Well	P	21	15	S	9	E
43-007-30747-00-00	RGC 25-460	Gas Well	P	25	15	S	8	E
43-007-30559-00-00	RGC 28-318	Gas Well	P	28	15	S	9	E
43-007-30518-00-00	RGC 28-319	Gas Well	P	28	15	S	9	E
43-007-30509-00-00	RITZAKIS 03-408	Gas Well	P	3	14	S	9	E
43-007-30473-00-00	RITZAKIS 5-304	Gas Well	P	5	14	S	9	E
43-007-30474-00-00	RITZAKIS 5-305	Gas Well	P	5	14	S	9	E
43-007-30475-00-00	RITZAKIS 8-298	Gas Well	P	8	14	S	9	E
43-007-30479-00-00	RITZAKIS 8-299	Gas Well	P	8	14	S	9	E
43-007-30476-00-00	RITZAKIS 8-300	Gas Well	P	8	14	S	9	E
43-007-30374-00-00	ROBERTSON 32-127	Gas Well	P	32	14	S	10	E
43-007-30610-00-00	SAMPINOS 16-131	Gas Well	P	16	15	S	10	E
43-007-30723-00-00	SAMPINOS 16-454	Gas Well	P	16	15	S	10	E
43-007-30765-00-00	SAMPINOS 16-521	Gas Well	P	16	15	S	10	E
43-007-30800-00-00	SEELY 22-501	Gas Well	P	22	14	S	8	E
43-007-30130-00-00	ST OF UT 25-9-1	Gas Well	P	25	14	S	9	E
43-007-30142-00-00	ST OF UT 36-3-4	Gas Well	P	36	14	S	9	E
43-007-30116-00-00	STELLA-HAMAKER 10-174	Gas Well	P	10	15	S	8	E
43-007-30746-00-00	TABOR 23-468	Gas Well	P	23	15	S	8	E
43-007-30319-00-00	TELONIS 15-142	Gas Well	P	15	14	S	9	E
43-007-30322-00-00	TELONIS 16-145	Gas Well	P	16	14	S	9	E
43-007-30300-00-00	TELONIS 19-150	Gas Well	P	19	14	S	9	E
43-007-30299-00-00	TELONIS 19-151	Gas Well	P	19	14	S	9	E
43-007-30327-00-00	TELONIS 20-152	Gas Well	P	20	14	S	9	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30631-00-00	USA 13-419	Gas Well	P	13	15	S	8	E
43-007-30707-00-00	USA 13-447	Gas Well	P	13	14	S	8	E
43-007-30706-00-00	USA 13-470	Gas Well	P	13	14	S	8	E
43-007-30789-00-00	USA 13-474	Gas Well	P	13	14	S	8	E
43-007-30790-00-00	USA 13-475	Gas Well	P	13	14	S	8	E
43-007-30568-00-00	USA 13-91	Gas Well	P	13	14	S	9	E
43-007-30404-00-00	USA 14-122	Gas Well	P	14	14	S	9	E
43-015-30418-00-00	USA 1-425	Gas Well	P	1	16	S	9	E
43-007-30579-00-00	USA 14-325	Gas Well	P	14	15	S	8	E
43-007-30634-00-00	USA 14-386	Gas Well	P	14	15	S	8	E
43-007-30646-00-00	USA 14-416	Gas Well	P	14	15	S	8	E
43-007-30647-00-00	USA 14-417	Gas Well	P	14	15	S	8	E
43-007-30791-00-00	USA 14-476	Gas Well	P	14	14	S	8	E
43-007-30792-00-00	USA 14-477	Gas Well	P	14	14	S	8	E
43-007-30529-00-00	USA 14-74	Gas Well	P	14	14	S	9	E
43-007-30263-00-00	USA 14-75	Gas Well	P	14	14	S	9	E
43-007-30450-00-00	USA 15-176	Gas Well	P	15	14	S	9	E
43-007-30423-00-00	USA 15-177	Gas Well	P	15	14	S	9	E
43-007-30690-00-00	USA 15-420	Gas Well	P	15	15	S	8	E
43-007-30691-00-00	USA 15-422	Gas Well	P	15	15	S	8	E
43-007-30264-00-00	USA 15-88	Gas Well	P	15	14	S	9	E
43-007-30422-00-00	USA 17-179	Gas Well	P	17	14	S	9	E
43-007-30622-00-00	USA 17-180A	Gas Well	P	17	14	S	9	E
43-007-30618-00-00	USA 18-181	Gas Well	P	18	14	S	9	E
43-007-30417-00-00	USA 18-182	Gas Well	P	18	14	S	9	E
43-007-30619-00-00	USA 18-435	Gas Well	P	18	14	S	9	E
43-007-30393-00-00	USA 19-222	Gas Well	P	19	15	S	10	E
43-007-30392-00-00	USA 19-73	Gas Well	P	19	15	S	10	E
43-007-30448-00-00	USA 20-287	Gas Well	P	20	15	S	10	E
43-007-30451-00-00	USA 20-288	Gas Well	P	20	15	S	10	E
43-007-30590-00-00	USA 20-398	Gas Well	P	20	15	S	10	E
43-007-30591-00-00	USA 20-399	Gas Well	P	20	15	S	10	E
43-007-30424-00-00	USA 21-184	Gas Well	P	21	14	S	9	E
43-007-30425-00-00	USA 21-35	Gas Well	P	21	14	S	9	E
43-007-30426-00-00	USA 22-185	Gas Well	P	22	14	S	9	E
43-007-30477-00-00	USA 22-186	Gas Well	P	22	14	S	9	E
43-007-30700-00-00	USA 22-466	Gas Well	P	22	15	S	8	E
43-007-30611-00-00	USA 23-423	Gas Well	P	23	14	S	8	E
43-007-30650-00-00	USA 23-445	Gas Well	P	23	15	S	8	E
43-007-30704-00-00	USA 23-451	Gas Well	P	23	15	S	8	E
43-007-30503-00-00	USA 23-467	Gas Well	P	23	15	S	8	E
43-007-30793-00-00	USA 23-478	Gas Well	P	23	14	S	8	E
43-007-30794-00-00	USA 23-479	Gas Well	P	23	14	S	8	E
43-007-30795-00-00	USA 23-480	Gas Well	P	23	14	S	8	E
43-007-30469-00-00	USA 24-183	Gas Well	P	24	14	S	8	E
43-007-30612-00-00	USA 24-387	Gas Well	P	24	14	S	8	E
43-007-30613-00-00	USA 24-388	Gas Well	P	24	14	S	8	E
43-007-30651-00-00	USA 24-443	Gas Well	P	24	15	S	8	E
43-007-30648-00-00	USA 24-444	Gas Well	P	24	15	S	8	E
43-007-30708-00-00	USA 24-446	Gas Well	P	24	14	S	8	E
43-007-30652-00-00	USA 24-448	Gas Well	P	24	15	S	8	E
43-007-30705-00-00	USA 24-449	Gas Well	P	24	15	S	8	E
43-007-30505-00-00	USA 25-459	Gas Well	P	25	15	S	8	E
43-007-30614-00-00	USA 26-393	Gas Well	P	26	14	S	8	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30430-00-00	UTAH 06-223	Gas Well	P	6	15	S	9	E
43-007-30562-00-00	UTAH 06-330	Gas Well	P	6	15	S	9	E
43-007-30716-00-00	UTAH 06-483	Gas Well	P	6	15	S	9	E
43-007-30409-00-00	UTAH 07-234	Gas Well	P	7	15	S	9	E
43-007-30421-00-00	UTAH 07-235	Gas Well	P	7	15	S	9	E
43-007-30411-00-00	UTAH 08-231	Gas Well	P	8	15	S	9	E
43-007-30488-00-00	UTAH 08-233	Gas Well	P	8	15	S	9	E
43-015-30464-00-00	UTAH 08-354	Gas Well	P	8	16	S	9	E
43-015-30378-00-00	UTAH 08-355	Gas Well	P	8	16	S	9	E
43-015-30379-00-00	UTAH 08-356	Gas Well	P	8	16	S	9	E
43-015-30380-00-00	UTAH 08-357	Gas Well	P	8	16	S	9	E
43-007-30449-00-00	UTAH 09-227	Gas Well	P	9	15	S	9	E
43-007-30561-00-00	UTAH 09-329	Gas Well	P	9	15	S	9	E
43-015-30300-00-00	UTAH 09-358	Gas Well	P	9	16	S	9	E
43-015-30407-00-00	UTAH 09-359	Gas Well	P	9	16	S	9	E
43-015-30397-00-00	UTAH 09-360	Gas Well	P	9	16	S	9	E
43-015-30408-00-00	UTAH 09-361	Gas Well	P	9	16	S	9	E
43-007-30580-00-00	UTAH 09-412	Gas Well	P	9	15	S	10	E
43-007-30605-00-00	UTAH 09-413	Gas Well	P	9	15	S	10	E
43-007-30657-00-00	UTAH 09-450	Gas Well	P	9	15	S	10	E
43-007-30722-00-00	UTAH 09-453	Gas Well	P	9	15	S	10	E
43-007-30302-00-00	UTAH 10-01-36	Gas Well	P	10	15	S	9	E
43-007-30298-00-00	UTAH 10-219	Gas Well	P	10	15	S	9	E
43-007-30432-00-00	UTAH 10-220	Gas Well	P	10	15	S	9	E
43-007-30303-00-00	UTAH 10-221	Gas Well	P	10	15	S	9	E
43-007-30228-00-00	UTAH 11-50	Gas Well	P	11	15	S	9	E
43-007-30229-00-00	UTAH 11-51	Gas Well	P	11	15	S	9	E
43-007-30230-00-00	UTAH 11-52	Gas Well	P	11	15	S	9	E
43-007-30231-00-00	UTAH 11-53	Gas Well	P	11	15	S	9	E
43-007-30467-00-00	UTAH 1-209	Gas Well	P	1	15	S	8	E
43-007-30210-00-00	UTAH 12-15-37	Gas Well	P	12	15	S	9	E
43-007-30232-00-00	UTAH 12-54	Gas Well	P	12	15	S	9	E
43-007-30233-00-00	UTAH 12-55	Gas Well	P	12	15	S	9	E
43-007-30234-00-00	UTAH 12-56	Gas Well	P	12	15	S	9	E
43-015-30493-00-00	UTAH 13-376	Gas Well	P	13	16	S	8	E
43-015-30301-00-00	UTAH 13-550	Gas Well	P	13	16	S	8	E
43-007-30243-00-00	UTAH 13-65	Gas Well	P	13	15	S	9	E
43-007-30244-00-00	UTAH 13-66	Gas Well	P	13	15	S	9	E
43-007-30245-00-00	UTAH 13-67	Gas Well	P	13	15	S	9	E
43-007-30246-00-00	UTAH 13-68	Gas Well	P	13	15	S	9	E
43-007-30439-00-00	UTAH 13-92	Gas Well	P	13	14	S	9	E
43-007-30220-00-00	UTAH 1-42	Gas Well	P	1	15	S	9	E
43-007-30221-00-00	UTAH 1-43	Gas Well	P	1	15	S	9	E
43-007-30222-00-00	UTAH 1-44	Gas Well	P	1	15	S	9	E
43-007-30223-00-00	UTAH 1-45	Gas Well	P	1	15	S	9	E
43-015-30330-00-00	UTAH 14-551	Gas Well	P	14	16	S	8	E
43-015-30331-00-00	UTAH 14-552	Gas Well	P	14	16	S	8	E
43-007-30239-00-00	UTAH 14-61	Gas Well	P	14	15	S	9	E
43-007-30240-00-00	UTAH 14-62	Gas Well	P	14	15	S	9	E
43-007-30241-00-00	UTAH 14-63	Gas Well	P	14	15	S	9	E
43-007-30242-00-00	UTAH 14-64	Gas Well	P	14	15	S	9	E
43-015-30334-00-00	UTAH 15-553	Gas Well	P	15	16	S	8	E
43-007-30416-00-00	UTAH 17-101	Gas Well	P	17	15	S	10	E
43-007-30277-00-00	UTAH 17-102	Gas Well	P	17	15	S	10	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30255-00-00	UTAH 24-80	Gas Well	P	24	15	S	9	E
43-007-30256-00-00	UTAH 24-81	Gas Well	P	24	15	S	9	E
43-007-30267-00-00	UTAH 24-86	Gas Well	P	24	15	S	9	E
43-007-30375-00-00	UTAH 24-87	Gas Well	P	24	15	S	9	E
43-007-30227-00-00	UTAH 2-49	Gas Well	P	2	15	S	9	E
43-007-30157-00-00	UTAH 25-11-7	Gas Well	P	25	14	S	9	E
43-007-30399-00-00	UTAH 25-134	Gas Well	P	25	15	S	9	E
43-007-30400-00-00	UTAH 25-252	Gas Well	P	25	15	S	9	E
43-007-30401-00-00	UTAH 25-253	Gas Well	P	25	15	S	9	E
43-007-30402-00-00	UTAH 25-254	Gas Well	P	25	15	S	9	E
43-007-30600-00-00	UTAH 25-389	Gas Well	P	25	14	S	8	E
43-007-30599-00-00	UTAH 25-390	Gas Well	P	25	14	S	8	E
43-007-30658-00-00	UTAH 25-391	Gas Well	P	25	14	S	8	E
43-007-30602-00-00	UTAH 25-392	Gas Well	P	25	14	S	8	E
43-007-30206-00-00	UTAH 25-4-33	Gas Well	P	25	14	S	9	E
43-015-30519-00-00	UTAH 25-577	Gas Well	P	25	16	S	8	E
43-007-30156-00-00	UTAH 25-7-6	Gas Well	P	25	14	S	9	E
43-007-30204-00-00	UTAH 26-11-25	Gas Well	P	26	14	S	9	E
43-007-30205-00-00	UTAH 26-1-23	Gas Well	P	26	14	S	9	E
43-007-30181-00-00	UTAH 26-16-8	Gas Well	P	26	14	S	9	E
43-007-30446-00-00	UTAH 26-255	Gas Well	P	26	15	S	9	E
43-007-30445-00-00	UTAH 26-256	Gas Well	P	26	15	S	9	E
43-007-30444-00-00	UTAH 26-257	Gas Well	P	26	15	S	9	E
43-007-30514-00-00	UTAH 26-267	Gas Well	P	26	15	S	9	E
43-015-30541-00-00	UTAH 26-580	Gas Well	P	26	16	S	8	E
43-015-30542-00-00	UTAH 26-581	Gas Well	P	26	16	S	8	E
43-015-30544-00-00	UTAH 26-583	Gas Well	P	26	16	S	8	E
43-007-30202-00-00	UTAH 26-6-24	Gas Well	P	26	14	S	9	E
43-007-30395-00-00	UTAH 27-187	Gas Well	P	27	14	S	9	E
43-007-30292-00-00	UTAH 27-188	Gas Well	P	27	14	S	9	E
43-007-30457-00-00	UTAH 27-268	Gas Well	P	27	15	S	9	E
43-007-30458-00-00	UTAH 27-269	Gas Well	P	27	15	S	9	E
43-007-30712-00-00	UTAH 27-457	Gas Well	P	27	14	S	8	E
43-007-30714-00-00	UTAH 27-458	Gas Well	P	27	14	S	8	E
43-007-30777-00-00	UTAH 27-520	Gas Well	P	27	14	S	8	E
43-015-30545-00-00	UTAH 27-584	Gas Well	P	27	16	S	8	E
43-007-30193-00-00	UTAH 27-8-29	Gas Well	P	27	14	S	9	E
43-007-30186-00-00	UTAH 27-9-30	Gas Well	P	27	14	S	9	E
43-007-30396-00-00	UTAH 28-189	Gas Well	P	28	14	S	9	E
43-007-30397-00-00	UTAH 28-190	Gas Well	P	28	14	S	9	E
43-007-30293-00-00	UTAH 28-191	Gas Well	P	28	14	S	9	E
43-007-30294-00-00	UTAH 28-192	Gas Well	P	28	14	S	9	E
43-007-30551-00-00	UTAH 28-320	Gas Well	P	28	15	S	9	E
43-007-30560-00-00	UTAH 28-321	Gas Well	P	28	15	S	9	E
43-007-30405-00-00	UTAH 29-193	Gas Well	P	29	14	S	9	E
43-007-30427-00-00	UTAH 29-194	Gas Well	P	29	14	S	9	E
43-007-30739-00-00	UTAH 29-339	Gas Well	P	29	15	S	9	E
43-007-30740-00-00	UTAH 29-340	Gas Well	P	29	15	S	9	E
43-007-30741-00-00	UTAH 29-341	Gas Well	P	29	15	S	9	E
43-007-30742-00-00	UTAH 29-342	Gas Well	P	29	15	S	9	E
43-007-30262-00-00	UTAH 30-125	Gas Well	P	30	14	S	10	E
43-007-30185-00-00	UTAH 30-13-14	Gas Well	P	30	14	S	10	E
43-007-30265-00-00	UTAH 30-195	Gas Well	P	30	14	S	9	E
43-007-30344-00-00	UTAH 30-196	Gas Well	P	30	14	S	9	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30178-00-00	UTAH 36-1-2	Gas Well	P	36	14	S	9	E
43-007-30341-00-00	UTAH 36-135	Gas Well	P	36	15	S	9	E
43-007-30343-00-00	UTAH 36-136	Gas Well	P	36	15	S	9	E
43-007-30342-00-00	UTAH 36-137	Gas Well	P	36	15	S	9	E
43-007-30315-00-00	UTAH 36-162	Gas Well	P	36	14	S	8	E
43-007-30316-00-00	UTAH 36-163	Gas Well	P	36	14	S	8	E
43-007-30317-00-00	UTAH 36-164	Gas Well	P	36	14	S	8	E
43-007-30318-00-00	UTAH 36-165	Gas Well	P	36	14	S	8	E
43-007-30144-00-00	UTAH 36-9-5	Gas Well	P	36	14	S	9	E
43-015-30341-00-00	UTAH 4-280	Gas Well	P	4	16	S	9	E
43-015-30342-00-00	UTAH 4-282	Gas Well	P	4	16	S	9	E
43-007-30384-00-00	UTAH 5-205	Gas Well	P	5	15	S	9	E
43-007-30269-00-00	UTAH 5-94	Gas Well	P	5	15	S	10	E
43-007-30270-00-00	UTAH 5-95	Gas Well	P	5	15	S	10	E
43-007-30271-00-00	UTAH 5-96	Gas Well	P	5	15	S	10	E
43-007-30217-00-00	UTAH 6-38	Gas Well	P	6	15	S	10	E
43-007-30218-00-00	UTAH 6-39	Gas Well	P	6	15	S	10	E
43-007-30219-00-00	UTAH 6-40	Gas Well	P	6	15	S	10	E
43-007-30254-00-00	UTAH 6-41	Gas Well	P	6	15	S	10	E
43-007-30235-00-00	UTAH 7-57	Gas Well	P	7	15	S	10	E
43-007-30236-00-00	UTAH 7-58	Gas Well	P	7	15	S	10	E
43-007-30237-00-00	UTAH 7-59	Gas Well	P	7	15	S	10	E
43-007-30238-00-00	UTAH 7-60	Gas Well	P	7	15	S	10	E
43-007-30275-00-00	UTAH 8-100	Gas Well	P	8	15	S	10	E
43-007-30410-00-00	UTAH 8-230	Gas Well	P	8	15	S	9	E
43-007-30272-00-00	UTAH 8-97	Gas Well	P	8	15	S	10	E
43-007-30285-00-00	UTAH 8-98X	Gas Well	P	8	15	S	10	E
43-007-30274-00-00	UTAH 8-99	Gas Well	P	8	15	S	10	E
43-007-30413-00-00	UTAH 9-228	Gas Well	P	9	15	S	9	E
43-007-30414-00-00	UTAH 9-229	Gas Well	P	9	15	S	9	E
43-007-30279-00-00	WILLIAMS 30-78	Gas Well	P	30	14	S	10	E
43-007-30481-00-00	WOOLSTENHULME 05-266	Gas Well	P	5	15	S	10	E
43-015-30250-00-00	UTAH 16-110	Gas Well	Shut In	16	16	S	9	E

If you have any questions, please contact Bill Forbes at 703-440-1536.

S/W. Herbert B. Forbes

Wilbert B. Forbes
Land Law Examiner
Branch of Use Authorization
Division of Resources Planning, Use
and Protection

cc: JFO, BLM State Offices, MMS, ES RF, 930 RF, ES-932:
Bforbes:wbf:01/16/03:440-1536/ConocoPhillips Co

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB NO. 1004-0135
Expires: November 30, 2000

014

SUNDRY NOTICES AND REPORTS ON WELLS
Do not use this form for proposals to drill or to re-enter an abandoned well. Use form 3160-3 (APD) for such proposals.

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

5. Lease Serial No.
UTU-77063

6. If Indian, Allottee or Tribe Name

7. If Unit or CA/Agreement, Name and/or No.

1. Type of Well
☐ Oil Well ☒ Gas Well ☐ Other

2. Name of Operator
CONOCOPHILLIPS COMPANY

Contact: FRANKIE HATHAWAY
E-Mail: Frankie.Hathaway@conocophillips.com

3a. Address
P. O. BOX 851
PRICE, UT 84501

3b. Phone No. (include area code)
Ph: 435.613.9777
Fx: 435.613.9782

8. Well Name and No.
FEDERAL 23-12 1

9. API Well No.
43-047-34286

10. Field and Pool, or Exploratory
WILDCAT

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)

Sec 12 T10S R17E NESW 2282FSL 1792FWL

11. County or Parish, and State
UINTAH COUNTY, UT

12. CHECK APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input checked="" type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	Production Start-up
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recompleat horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompleat in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

Please be advised that the Federal 23-12 #1 well showed first production on 6/30/02:
gas: 1149 MCF
water: 345 bbl
oil: 27 bbl

COPY

RECEIVED

FEB 07 2003

DIV. OF OIL, GAS & MINING

CONFIDENTIAL

14. I hereby certify that the foregoing is true and correct.

**Electronic Submission #18333 verified by the BLM Well Information System
For CONOCOPHILLIPS COMPANY, sent to the Vernal**

Name (Printed/Typed) FRANKIE HATHAWAY

Title OPERATIONS CLERK

Signature (Electronic Submission)

Date 02/05/2003

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved By _____
Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Title _____ Date _____

Office _____

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212. make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

**** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ****

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH

2. CDW ✓

3. FILE

015

Change of Operator (Well Sold)

Designation of Agent/Operator

Operator Name Change

X Merger

The operator of the well(s) listed below has changed, effective: 12-31-02

FROM: (Old Operator):

PHILLIPS PETROLEUM COMPANY

Address: 980 PLAZA OFFICE

BARTLESVILLE, OK 74004

Phone: 1-(918)-661-4415

Account No. N1475

TO: (New Operator):

CONOCOPHILLIPS COMPANY

Address: P O BOX 2197, WL3 4066

HOUSTON, TX 77252

Phone: 1-(832)-486-2329

Account No. N2335

CA No.

Unit:

WELL(S)

NAME	SEC TWN RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
UTAH 31-612	31-16S-09E	43-015-30522	99999	STATE	GW	NEW
UTAH 31-613	31-16S-09E	43-015-30523	99999	STATE	GW	NEW
UTAH 31-614	31-16S-09E	43-015-30524	99999	STATE	GW	NEW
FEDERAL 31-29	29-09S-19E	43-047-33653	13077	FEDERAL	GW	P
FEDERAL 34-29	29-09S-19E	43-047-33750	13174	FEDERAL	GW	P
FEDERAL 12-29-7-1	29-09S-19E	43-047-34471	99999	FEDERAL	GW	APD
FEDERAL 31-31-6-1	31-09S-19E	43-047-34472	99999	FEDERAL	GW	APD
PETES WASH 23-12 #1	12-10S-17E	43-047-34286	13492	FEDERAL	GW	P
FEDERAL 43-24-3 #1	24-10S-17E	43-047-34551	99999	FEDERAL	GW	APD
FEDERAL 24-7 #1	07-10S-18E	43-047-33983	13182	FEDERAL	GW	P
FEDERAL 12-17 #1	17-10S-18E	43-047-33982	99999	FEDERAL	GW	APD
FEDERAL 14-18-2 #1	18-10S-18E	43-047-34539	13491	FEDERAL	GW	P
ANTELOPE KNOLLS 21-23 # 1	23-10S-18E	43-047-34287	99999	FEDERAL	GW	NEW

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 01/08/2003
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 01/08/2003
- The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 02/03/2003
- Is the new operator registered in the State of Utah: YES Business Number: 562960-0143
- If **NO**, the operator was contacted on: _____

6. (R649-9-2)Waste Management Plan has been received on: IN PLACE

7. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: 01/14/2003

8. **Federal and Indian Units:**

The BLM or BIA has approved the successor of unit operator for wells listed on: 01/14/2003

9. **Federal and Indian Communization Agreements ("CA"):**

The BLM or BIA has approved the operator for all wells listed within a CA on: 01/14/2003

10. **Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database** on: 02/13/2003
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 02/13/2003
3. Bond information entered in RBDMS on: N/A
4. Fee wells attached to bond in RBDMS on: N/A

STATE WELL(S) BOND VERIFICATION:

1. State well(s) covered by Bond Number: 8140-60-24

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: 8015-16-69

INDIAN WELL(S) BOND VERIFICATION:

1. Indian well(s) covered by Bond Number: N/A

FEE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number 6196922
2. The **FORMER** operator has requested a release of liability from their bond on: N/A
The Division sent response by letter on: N/A

LEASE INTEREST OWNER NOTIFICATION:

3. (R649-2-10) The **FORMER** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: N/A

COMMENTS:

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENTFORM APPROVED
OMB NO. 1004-0135
Expires: November 30, 2000**SUNDRY NOTICES AND REPORTS ON WELLS**
*Do not use this form for proposals to drill or to re-enter an abandoned well. Use form 3160-3 (APD) for such proposals.*5. Lease Serial No.
UTU-77063

6. If Indian, Allottee or Tribe Name

7. If Unit or CA/Agreement, Name and/or No.

SUBMIT IN TRIPLICATE - Other instructions on reverse side.

1. Type of Well

☐ Oil Well ☒ Gas Well ☐ Other

2. Name of Operator

CONOCOPHILLIPS COMPANY

Contact: FRANKIE HATHAWAY

E-Mail: Frankie.Hathaway@conocophillips.com

8. Well Name and No.
PETE'S WASH 23-12 #19. API Well No.
43-047-34286

3a. Address

P. O. BOX 851
PRICE, UT 84501

3b. Phone No. (include area code)

Ph: 435.613.9777
Fx: 435.613.978210. Field and Pool, or Exploratory
RIVER BEND

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)

Sec 12 T10S R17E NESW 2282FSL 1792FWL

11. County or Parish, and State
UINTAH COUNTY, UT

12. CHECK APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input checked="" type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recompleat horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompleat in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

The purpose of this Sundry Notice is to notify the Bureau of Land Management Vernal Field Office of the method and means of water disposal for the Federal 43-24-3 No. 1 well. There are currently no water disposal wells associated with this project, therefore, the produced water from this well is trucked via Nebeker Trucking to Water Disposal Inc., in Vernal, Utah.

COPY

RECEIVED

MAR 04 2003

DIV. OF OIL, GAS & MINING

CONFIDENTIAL

14. I hereby certify that the foregoing is true and correct.

Electronic Submission #18949 verified by the BLM Well Information System
For CONOCOPHILLIPS COMPANY, sent to the Vernal

Name (Printed/Typed) FRANKIE HATHAWAY

Title AUTHORIZED REPRESENTATIVE

Signature (Electronic Submission)

Date 02/26/2003

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved By

Title

Date

Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Office

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL ** ORIGINAL **

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL ☐ GAS WELL ☒ OTHER _____

2. NAME OF OPERATOR:
ConocoPhillips Company

3. ADDRESS OF OPERATOR:
P.O. Box 2197, WL3 61 CITY Houston STATE TX ZIP 77252

PHONE NUMBER:
(832) 486-2329

4. LOCATION OF WELL

FOOTAGES AT SURFACE: See Attached List

COUNTY: Uinta

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Gasco Energy, Inc. will be the new Operator for the wells on the attached list effective January 1, 2004. Gasco Energy, Inc. is registered to do business in Utah.

Current Operator N2335
ConocoPhillips Company
P. O. Box 2197, WL3 6106
Houston, TX 77252

New Operator N2575
Gasco Energy, Inc. Production Co Inc
14 Inverness Drive East, Suite H-236
Englewood, CO 80112

WILLIAM RAINBOLT, ATTORNEY-IN-FACT

Michael K. Decker
Executive Vice President & Chief
Operating Officer

NAME (PLEASE PRINT) Yolanda Perez

TITLE Sr. Regulatory Analyst

SIGNATURE

DATE 2/27/2004

(This space for State use only)

RECEIVED

MAR 17 2004

DIV. OF OIL, GAS & MINING

Change of Operator
ConocoPhillips Company to Gasco Energy, Inc.

API Well Number	Operator	Well Name	Well Type	Well Status	Sec.	Twpn	Twpd	Rngn	Rngd	Qtr/Qtr	Ft. NS	NS	Ft. EW	EW
43-047-33653-00-00	CONOCOPHILLIPS COMPANY	FEDERAL 31-29	Gas Well	Producing Well	29	9	S	19	E	NWNE	682	N	2042	E
43-047-33750-00-00	CONOCOPHILLIPS COMPANY	FEDERAL 34-29	Gas Well	Producing Well	29	9	S	19	E	SWSE	604	S	1999	E
43-047-33983-00-00	CONOCOPHILLIPS COMPANY	FEDERAL 24-7 #1	Gas Well	Producing Well	7	10	S	18	E	SESW	624	S	1920	W
43-047-34286-00-00	CONOCOPHILLIPS COMPANY	PETES WASH 23-12 #1	Gas Well	Shut_In	12	10	S	17	E	NESW	2282	S	1792	W
43-047-34539-00-00	CONOCOPHILLIPS COMPANY	FED 14-18-2 #1	Gas Well	Producing Well	18	10	S	18	E	SWSW	839	S	465	W
43-047-34551-00-00	CONOCOPHILLIPS COMPANY	FED 43-24-3 #1	Gas Well	Producing Well	24	10	S	17	E	NESE	1500	S	1000	E

RECEIVED
MAR 17 2004
 DIV. OF OIL, GAS & MINING

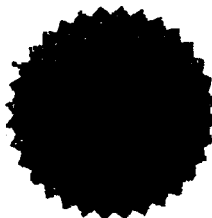
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PANNONIAN ENERGY INC.", CHANGING ITS NAME FROM "PANNONIAN ENERGY INC." TO "GASCO PRODUCTION COMPANY", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2004, AT 12:43 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2963993

DATE: 03-02-04

2899291 8100

040133641

RECEIVED

MAR 31 2004

DIV. OF OIL, GAS & MINING

FEB. 24. 2004 10:27AM

DILL 303-777-3823

NO. 3783 P. 3

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:43 PM 02/24/2004
FILED 12:43 PM 02/24/2004
SRV 040133641 - 2899291 FILE

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
PANNONIAN ENERGY INC.**

Pannonian Energy Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That pursuant to a written consent to action by the Board of Directors of Pannonian Energy Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and recommending its submission to the sole stockholder for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

The name of the corporation is

GASCO PRODUCTION COMPANY.

SECOND: That, thereafter, pursuant to resolution of its Board of Directors, the proposed amendment was submitted to the sole stockholder of said corporation for consideration and said sole stockholder approved the amendment by means of a written consent to action.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Pannonian Energy Inc. has caused this certificate to be signed by W. King Grant, an authorized officer, this 23rd day of February, 2004.

By: 

W. King Grant, Corporate Secretary

RECEIVED

MAR 31 2004

DIV. OF OIL, GAS & MINING

From: "Mark Choury" <mchoury@gascoenergy.com>
To: "Earlene Russell (E-mail)" <earlenerussell@utah.gov>
Date: 3/31/04 7:35AM
Subject: Gasco Production Company, Gasco Energy, Inc. and Pannonian Energy, Inc.

Earlene,

I apologize for all the confusion surrounding the various names. The reason we changed the name of Pannonian Energy, Inc. to Gasco Production Company was to eliminate the confusion. Gasco Production Company is a wholly owned subsidiary of Gasco Energy, Inc. It is our intention to have Gasco Production Company serve as our operating entity and we are in the process of having our bonding recognize the name change which was effective February 24, 2004.

I hope this helps. If you need anything else, just let me know.

6. (R649-9-2)Waste Management Plan has been received on:

IN PLACE

7. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM Not Yet BIA

8. **Federal and Indian Units:**

The BLM or BIA has approved the successor of unit operator for wells listed on: n/a

9. **Federal and Indian Communization Agreements ("CA"):**

The BLM or BIA has approved the operator for all wells listed within a CA on: n/a

10. **Underground Injection Control ("UIC")** The Division has approved UIC Form 5, Transfer of Authority to Inject, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A

DATA ENTRY:

- Changes entered in the Oil and Gas Database on: 3/31/2004
- Changes have been entered on the Monthly Operator Change Spread Sheet on: 3/31/2004
- Bond information entered in RBDMS on: N/A
- Fee wells attached to bond in RBDMS on: N/A
- Injection Projects to new operator in RBDMS on: n/a
- Receipt of Acceptance of Drilling Procedures for APD/New on: 3/29/2004

STATE WELL(S) BOND VERIFICATION:

- State well(s) covered by Bond Number: n/a

FEDERAL WELL(S) BOND VERIFICATION:

- Federal well(s) covered by Bond Number: UT 1233

INDIAN WELL(S) BOND VERIFICATION:

- Indian well(s) covered by Bond Number: n/a

FEE WELL(S) BOND VERIFICATION:

- (R649-3-1) The NEW operator of any fee well(s) listed covered by Bond Number n/a
- The FORMER operator has requested a release of liability from their bond on: N/A
The Division sent response by letter on: N/A

LEASE INTEREST OWNER NOTIFICATION:

- (R649-2-10) The FORMER operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: N/A

COMMENTS:

2/24/2004 Pannonian Energy Inc. became Gasco Production Co
Received request to change to Gasco Production Co rather than Pannonian Energy Inc.



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, UT 84145-0155
<http://www.blm.gov>



IN REPLY REFER TO:

3106

(UT-924)

May 18, 2004

Memorandum

To: Vernal Field Office, Moab Field Office

From: Chief, Branch of Minerals Adjudication

Subject: Name Change Approval

Attached is an approved copy of the name change recognized by the Utah State Office. We have updated our records to reflect the name change from Pannonian Energy Inc., into Gasco Production Company is effective February 24, 2004.

/s/ Robert Lopez

Robert Lopez
Chief Branch of
Minerals Adjudication

Enclosure

1. State of Utah Certificate of Registration

cc: MMS, Reference Data Branch, James Sykes, PO Box 25165, Denver CO 80225
State of Utah, DOGM, Attn: Earlene Russell, PO Box 145801, SLC UT 84114
Teresa Thompson
Joe Incardine
Connie Seare

RECEIVED
MAY 20 2004
DIV. OF OIL, GAS & MIN.

Nordstrom:05/18/2004

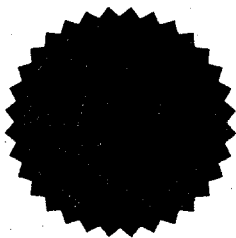
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PANNONIAN ENERGY INC.", CHANGING ITS NAME FROM "PANNONIAN ENERGY INC." TO "GASCO PRODUCTION COMPANY", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2004, AT 12:43 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2899291 8100

AUTHENTICATION: 2963993

040133641

DATE: 03-02-04

Gasco Production

017

api	twsp	rng	sec	well_name	lease_num	stat	la_pa
4304734168	090S	190E	20	FED 24-20-9-19	UTU-75090	DRL	
4304734169	090S	190E	20	FED 44-20-9-19	UTU-75090	DRL	
4304734199	090S	190E	21	FED 23-21-9-19	UTU-78433	P	
4304734608	090S	190E	21	FED 11-21-9-19	UTU-78433	DRL	
4304735405	090S	190E	21	FED 42-21-9-19	UTU-78433	APD	
4304735606	090S	190E	21	FEDERAL 31-21-9-19	UTU-78433	APD	
4304734607	090S	190E	22	LYTHAM FED 22-22-9-19	UTU-78433	P	
4304735404	090S	190E	22	FED 11-22-9-19	UTU-78433	DRL	
4304733653	090S	190E	29	FEDERAL 31-29	UTU-76262	P	
4304733750	090S	190E	29	FEDERAL 34-29	UTU-76034	P	
4304734111	090S	190E	29	FEDERAL 23-29 #1	UTU-76262	P	
4304734202	090S	190E	29	FED 42-29-9-19	UTU-76262	P	
4304735343	090S	190E	30	FEDERAL 43-30-9-19	UTU-37246	DRL	
4304734201	090S	190E	31	FED 32-31-9-19	UTU-76489	P	
4304735623	090S	190E	31	FEDERAL 24-31-9-19	UTU-019880A	APD	
4304735624	090S	190E	31	FEDERAL 41-31-9-19	UTU-019880A	APD	
4304734286	100S	170E	12	PETES WASH 23-12 #1	UTU-77063	P	
4301332560	100S	170E	17	WILKIN RIDGE FED 34-17-10-17	UTU-043615	APD	
4304734551	100S	170E	24	FED 43-24-3 #1	UTU-74401	P	
4304733983	100S	180E	07	FEDERAL 24-7 #1	UTU-68387	P	
4304734539	100S	180E	18	FED 14-18-2 #1	UTU-74971	P	
4304735808	100S	180E	22	FEDERAL 11-22-10-18	UTU-018260A	APD	
4304734924	100S	180E	30	FED 22-30-10-18	UTU-74408	APD	
4304734813	100S	190E	06	FED 21-6-10-19	UTU-76490	LA	3/30/2004
4304731178	110S	200E	03	LAFKAS FED 1-3	U-34350	S	
4304731818	110S	200E	05	WILLOW CREEK UNIT 2	U-39223	TA	
4304731026	110S	200E	10	HILL FEDERAL 1-10	U-44089	TA	

K



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Vernal Field Office

170 South 500 East

Vernal, UT 84078

(435) 781-4400 Fax: (435) 781-4410
<http://www.blm.gov/utah/vernal>



IN REPLY REFER TO:

3162.3

UT08300

October 25, 2005

Mark Choury
Gasco Production Company
8 Inverness Drive East, Suite 100
Englewood, Colorado 80112

43-047-34286
Pete's Wash 23-12#1
Re: Well No. Federal 23-12 #1
NESW, Sec. 12, T10S, R17E
Uintah County, Utah
Lease No. UTU-77063

Dear Mr. Choury:

This correspondence is in regard to the self-certification statement submitted requesting a change in operator for the referenced well. After a review by this office, the change in operator request is approved. Effective immediately, Gasco Production Company is responsible for all operations performed on the referenced well. All liability will now fall under your bond, BLM Bond No. UT1233, for all operations conducted on the referenced well on the leased land.

Our records show that a right-of-way, UTU-79046 has been issued for the off lease portion of the road to the subject well. In order for Gasco Production Company to obtain the Bureau of Land Management's approval for the use of this right-of-way, you must have this right-of-way assigned over to Gasco Production Company. Please contact Cindy McKee at 435-781-4434 for instructions on how to complete the assignment of the right-of-way.

If you have any other questions concerning this matter, please contact Leslie Wilcken of this office at (435) 781-4497.

Sincerely,

Matt Baker
Petroleum Engineer

cc: UDOGM
Pendragon Energy Prtnrs, Inc.
III Exploration Co.
QEP-Uinta Basin, Inc.

RECEIVED

NOV 02 2005

DIV. OF OIL, GAS & MINING

J

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires March 31, 2007

SUNDRY NOTICES AND REPORTS ON WELLS
Do not use this form for proposals to drill or to re-enter an
abandoned well. Use Form 3160-3 (APD) for such proposals.

SUBMIT IN TRIPLICATE - Other Instructions on reverse side.

1. Type of Well <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other		5. Lease Serial No. UTU-77063
2. Name of Operator Gasco Production Company		6. If Indian, Allottee, or Tribe Name NA
3a. Address 8 Inverness Drive East Ste 100 Englewood, Co 80112	3b. Phone No. (include area code) 303-483-0044	7. If Unit or CA, Agreement Name and/or No. NA
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) 2282' FNL & 1792' FEL NE SW of Section 12-T10S-R17E		8. Well Name and No. Pete's Wash Federal 23-12 #1
		9. API Well No. 43-047-34286
		10. Field and Pool, or Exploratory Area Pariette Bench
		11. County or Parish, State Uintah County, Utah

12. CHECK APPROPRIATE BOX(S) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION				
<input type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/ Resume)	<input type="checkbox"/> Water Shut-off	
<input checked="" type="checkbox"/> Subsequent Report	<input type="checkbox"/> Altering Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity	
	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input type="checkbox"/> Other	
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and abandon	<input type="checkbox"/> Temporarily Abandon		
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug back	<input checked="" type="checkbox"/> Water Disposal		

13. Describe Proposed or Completed Operations (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recompleat horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompleat in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.

This is to inform you that we will be disposing of water from this well as follows:

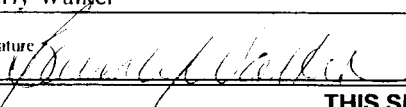
All produced water from this well will be trucked off the location and disposed of at Brennan bottom Water Disposal located between Roosevelt and Vernal Utah.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY

RECEIVED

APR 26 2006

DIV. OF OIL, GAS & MINING

14. I hereby certify that the foregoing is true and correct.	
Name (Printed Typed) Beverly Walker	Title Engineering Technician
Signature 	Date April 21, 2006

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by	Title	Date
Conditions of approval, if any are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.	Office	

Title 18 U.S.C. Section 1001 AND Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires March 31, 2007

SUNDRY NOTICES AND REPORTS ON WELLS
Do not use this form for proposals to drill or to re-enter an abandoned well. Use Form 3160-3 (APD) for such proposals.

SUBMIT IN TRIPLICATE - Other Instructions on reverse side.

1. Type of Well <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other		5. Lease Serial No. UTU-77063
2. Name of Operator Gasco Production Company		6. If Indian, Allottee, or Tribe Name NA
3a. Address 8 Inverness Drive East Ste 100 Englewood, Co 80112		7. If Unit or CA. Agreement Name and/or No. NA
3b. Phone No. (include area code) 303-483-0044		8. Well Name and No. Pete's Wash Federal 23-12 #1
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) 2282' FNL & 1792' FEL NE SW of Section 12-T10S-R17E		9. API Well No. 43-047-34286
		10. Field and Pool, or Exploratory Area Pariette Bench
		11. County or Parish, State Uintah County, Utah

12. CHECK APPROPRIATE BOX(S) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION				
<input type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-off	
<input checked="" type="checkbox"/> Subsequent Report	<input type="checkbox"/> Altering Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity	
	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other	
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and abandon	<input type="checkbox"/> Temporarily Abandon	EFM Meter	
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug back	<input type="checkbox"/> Water Disposal		

- 13 Describe Proposed or Completed Operations (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recompleat horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompleat in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.

This sundry is being sent to inform you that we will be using a Total Flow meter to measure production from this well and will be considered as the point of sale for gas produced from this well. A temperature probe has been installed for gas measurement purposes. This unit does have a digital readout display and will be inspected and proved according to all BLM regulations.

RECEIVED

APR 26 2006

DIV. OF OIL, GAS & MINING

14. I hereby certify that the foregoing is true and correct.	
Name (Printed/Typed) Beverly Walker	Title Engineering Technician
Signature <i>Beverly Walker</i>	Date April 21, 2006

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by	Title	Date
Conditions of approval, if any are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.	Office	

Title 18 U.S.C. Section 1001 AND Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: March 31, 2007

SUNDRY NOTICES AND REPORTS ON WELLS
Do not use this form for proposals to drill or to re-enter an
abandoned well. Use Form 3160-3 (APD) for such proposals.

SUBMIT IN TRIPLICATE - Other Instructions on reverse side.

1. Type of Well <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other	
2. Name of Operator Gasco Production Company	
3a. Address 8 Inverness Drive East Ste 100 Englewood, Co 80112	3b. Phone No. (include area code) 303-483-0044
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) 2282' FNL & 1792' FEL NE SW of Section 12-T10S-R17E	

5. Lease Serial No. UTU-77063
6. If Indian, Allottee, or Tribe Name NA
7. If Unit or CA. Agreement Name and/or No. NA
8. Well Name and No. Pete's Wash Federal 23-12 #1
9. API Well No. 43-047-34286
10. Field and Pool, or Exploratory Area Pariette Bench
11. County or Parish, State Uintah County, Utah

12. CHECK APPROPRIATE BOX(S) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION				
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/ Resume)	<input type="checkbox"/> Water Shut-off	
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Altering Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity	
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input type="checkbox"/> Other	
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and abandon	<input type="checkbox"/> Temporarily Abandon		
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug back	<input checked="" type="checkbox"/> Water Disposal		

13. Describe Proposed or Completed Operations (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recompleat horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompleat in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.

This is to inform you that effective immediately we will be disposing of produced water from this well as follows:

All produced water from this well will be trucked off the location and disposed of at the Desert Spring State Evaporation Facility NW 1/4 of Section 36-T9S-R18E Uintah County, Utah. Which is owned by Gasco Production Company. A copy of the approved permit for this facility is attached.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY

RECEIVED

OCT 24 2006

DIV. OF OIL, GAS & MINING

14. I hereby certify that the foregoing is true and correct.

Name (Printed Typed)

Beverly Walker

Title

Engineering Tech

Signature

Date

October 18, 2006

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by

Title

Date

Conditions of approval, if any are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Title 18 U.S.C. Section 1001 AND Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

(Instructions on page 2)

GASCO PROD CO

TRIPLE J SERVICES INC.

Swab/Flow Report:

PETE'S WASH 23-12 #1
Well: ~~gasco fed 23-12~~ Report Date: 2-14-07 Tubing Size: 2 3/8 Initial Pressure: 2400 1150
Area: *TIOS RIFE #2* Bleed of Time: F Nipple Depth: 10,000 Final Pressure: 2400 open to sales
43-047-34286

<u>Time</u>	<u>Runs</u>	<u>Fluid Levels</u>	<u>Pulled from</u>	<u>Bbbs per run</u>	<u>Flow time after run</u>	<u>Fluid Entry</u>	<u>Type of Fluid Remarks</u>	<u>Time</u>	<u>Casing PSI</u>
-------------	-------------	---------------------	--------------------	---------------------	----------------------------	--------------------	------------------------------	-------------	-------------------

2:00 – 4:30 road rig to location, rig unit up.

4:30 – 5:30 open well to sales, then to tank, well started unloading, then well died, leave well open to sales.

5:30 – 7:00 crew travel.

Cost \$992.00

RECEIVED

FEB 20 2007

DIV. OF OIL, GAS & MINING

Gasco Production Company
PETAS WASH Federal #23-12#1
NE SW of Section 12 -T10S-R17E
Uintah County Utah,
043-047-34286

RECEIVED

APR 12 2007

DIV. OF OIL, GAS & MINING

Drilling Report



Distribution list: M. Decker, M. Erickson, R. Dean, J. Longwell, Tom Lantz

- 4/28/04 MIRU Pool Well Service rig #820. Sold gas off of tbg and csg to blow well dn. (SCE)
- 4/29/04 Fd 140/140. Tbg blew dead. Top killed tbg/csg with 8/30 bbls. NU Weatherford 5k BOP's. start OOH w/ tbg (12 stds). SD due to high winds, front blowing in. SWIFN. (SCE)
- 4/30/04 Fd 250/1300. Tbg blew dead. Csg flowed some wtr before dieing. Trickled 6 bbls wtr dn csg and start OOH w/ tbg. Fd plunger stuck @ 2400' w/ piece of rubber from frac line. Tbg pulling wet. Stg valve in bumper spring. Well kicked off flowing w/ 6100 ' of tbg still IH. Blew dn and unloaded. Killed again and finished POOH. Fd X nipple, XN nipple and 2 jts in between, badly scaled up w/ 1/4" to 3/8" thick rough scale. Tbg cln where plunger had been running. Outside of tbg clean. Well kicked off flowing again w/ tbg out of hole. Put well to battery tk for night. Premier Services (Kelly Flayland) on flowback for night. (SCE)
- 5/1/04 Found 300# FCP, flowline partially plugged, RU Schlumberger and set a CIBP at 11640', dumpbail 2 sxs cement on top of plug. Flowed well over weekend
- 5/2/04 Flowed well
- 5/3/04 Opened to tk and blew dead. Trickled 15-20 bbls wtr dn csg. RIH w/ MS + X nipple + 1 jt + XN nipple (new tools f/ Weatherford) + tbg to +- 5000'. Run 24 jts from bottom of well w/ scale and lay down same. Well kicked off flowing again. Put well thru sep for night. (SCE)
- 5/4/04 SD, WO orders. Researching possibility of SS chem string to be run strapped to 2 3/8" tbg. No charge for rig, crews needed elsewhere. (SCE)
- 5/5/04 Fd 1200/550 w/ csg flowing to sales line. Blew well dead. Fin RIH w/ tbg and landed @ 10,809' w/ 350 jts. Broached tbg to 9600' (all the sand

Gasco Production Company
~~PETES WAS~~ Federal #23-12#1
NE SW of Section 12 -T10S-R17E
Uintah County Utah,
043-047-34286

Drilling Report

line that the rig had on it). Swabbed well in. Swabbed and flowed 59 bbls and put well dn line. Turned well over to pumper for night. (SCE)

5/7/04 Well died over night. Swabbed well in. Swabbed and flowed 63 bbls. Put well dn line w/ 1700 psi csg psi. Turned well over to pumper. (SCE)

Swab well in

- 2-16-07 Swabbed approx. 25 bbls. Fluid from tubing. Well had 2400 psig on casing. Very little fluid or gas came into tubing after swabbing tubing dry. End of tbg. At 10,809 stacked out swab cups at 10,200. This well has had history of scale build up at end of tbg. Suspect scale was formed before BJ chemical batch treatment.
- 2/21/07 MORU service unit. Bleed off tbg and fill w/ 2 % kcl tbg plugged off. NDWH and NU BOP. Pull up on tbg and let csg sale down line. POOH w/ 349 jts, x-nipple, mill shoe jt. Leave csg to sales and SDFD. (CR) DC \$ 6375
- 2/22/07 Well flowing @ 150 psi. RIH tallying with 3 ¾ mill, pobs, x-nipple. RIH to 10,730' with no tag. Had 3 bad joints and found 2 plungers in 1 jt. Leave well flowing to sales and SDFD. (CR) DC \$ 4832 CC \$ 11,207
- 2/23/07 Open well up and RIH w/ 7 jts, tag up @ 10,975' and rig up power swivel, break circ and drill out to 11,012'. Circ bottoms up and SDFD (CR) DC \$ 6429 CC \$ 17,636
- 2/24/07 Open well up and continue drilling out scale. Clean out to 11,642'. (Fell through scale @ 11,272') POOH w/ 375 jts and BHA, RIH w/ x-nipple and 128 jts. Leave well open to sales and SDFD. (CR) DC \$ 6378 CC \$ 24,014
- 2/27/07 Open well up and continue RIH w/ tbg. Well started flowing, rig up pump and kill well. Land well @ 11,272' w/ 363 jts. broach tbg and ND BOP and NUWH. RDMO location for swab unit. (CR) DC \$ 6375 CC \$ 30,389

Gasco Production Company

Federal #23-12#1

NE SW of Section 12 -T10S-R17E

Uintah County Utah,

043-047-34286

Drilling Report

- 3/23/07 MORU service unit. dig out well head and SDFD (Rick w/ Premier / CR)
DC \$ 2957 CC \$ 33,346
- 3/24/07 Blow down csg and pump 100 bbls to load hole. NDWH and take off
braden head, WH INC had wrong parts to change out well head. Install WH
and leave well open to sales. SDFD. (Rick w/ Premier / CR) DC \$ 4779
CC \$ 38,125
- 3/27/07 Well flowing @ 250 over 300. Circ out gas and NDWH and Braden head.
Install new 5k well head and rig up swab. Recover 36 bbls and well started
flowing. Flowed 46 bbls in 2 hrs. Leave well open to sales and SDFD.
(Rick w/ Premier / CR) DC \$ 5813 CC \$ 43,938
- 3/28/07 Blow down tbg and rig up swab. Make 28 runs and recover 112 bbls. Final
fluid level @ 4700' well not flowing leave well open to sales and SDFD.
(Rick W/ Premier / CR) DC \$ 6063 CC \$ 50,001
- 3/29/07 Open well up and rig up swab. Make 21 runs and recover 110 bbls. Final
fluid level @ 5500'. Well not flowing leave well open to sales and SDFD.
(Rick w/ Premier / CR) DC \$ 4987 CC \$ 54,988
- 3/30/07 Open well up and rig up swab. IFL 2500' make 21 runs and recover 80
bbls, very gassy fluid. Final fluid level @ 3400'. Leave well open to sales
and SDFD. (Rick w/ Premier / CR) DC \$ 5377 CC \$ 60,365
- 3/31/07 Open well up and rig up swab. IFL 3400' make 10 runs and recover 50 bbls
and well started flowing. Flowed 30 bbls and well died, make 3 runs and
well started flowing. Put tbg to sales and SDFD. (Rick W/ Premier / CR)
DC \$ 5377 CC \$ 65,742
- 4/3/07 Open well up and rig up swab. IFL 2800' make 8 runs and recover 40 bbls.
Well started flowing, unload well and drop equipment. Close well In for 1
hr and try to cycle plunger. Plunger would not come up. Leave well open to
sales and SDFD. (Rick w/ Premier / CR) DC \$ 5318 CC \$ 71,060
- 4/4/07 well flowing @ 100 psi over 1950. RDMO location and release rig to
Pendragon. (Rick w/ Premier / CR) DC \$ 2427 CC \$ 73,487

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: March 31, 2007

SUNDRY NOTICES AND REPORTS ON WELLS
*Do not use this form for proposals to drill or to re-enter an
abandoned well. Use Form 3160-3 (APD) for such proposals.*

SUBMIT IN TRIPLICATE - Other Instructions on reverse side.

1. Type of Well <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other		5. Lease Serial No. UTU-77063
2. Name of Operator Gasco Production Company		6. If Indian, Allottee, or Tribe Name NA
3a. Address 8 Inverness Drive East Ste 100 Englewood, Co 80112	3b. Phone No. (include area code) 303-483-0044	7. If Unit or CA. Agreement Name and/or No. NA
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) 2282' FNL & 1792' FEL NE SW of Section 12-T10S-R17E		8. Well Name and No. Pete's Wash Federal 23-12 #1
		9. API Well No. 43-047-34286
		10. Field and Pool, or Exploratory Area Pariette Bench
		11. County or Parish, State Uintah County, Utah

12. CHECK APPROPRIATE BOX(S) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/ Resume)	<input type="checkbox"/> Water Shut-off
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Altering Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other <u>Drill Scale</u>
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input checked="" type="checkbox"/> Plug back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operations (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recompleate horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompleation in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.

Gasco intends on working over and reconfiguring this wellbore around 9/25/2008. There are currently three zones open and one is suspected of producing the bulk of the water. Gasco plans to set a CIBP @ ~11,275' w/ 10' of cement on top to effectivly shut off production from the bottom zone. Tubing is planned to be re-landed @ ~11,100'. A bit run will be made to ensure the wellbore is clean of scale.

COPY SENT TO OPERATOR

Date: 11.6.2008

Initials: KS

Accepted by the
BLM Division of
Oil, Gas and Mining
Date: 11/4/08
By: [Signature]

Federal Approval Of This
Action Is Necessary

14. I hereby certify that the foregoing is true and correct.
Name (Printed/ Typed)

Matt Owens

Signature

Title

Petroleum Engineer

Date

September 18, 2008

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by

Title

Date

Conditions of approval, if any are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Title 18 U.S.C. Section 1001 AND Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make any statement or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

(Instructions on page 2)

RECEIVED

OCT 02 2008

DIV. OF OIL, GAS & MINING

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: March 31, 2007

SUNDRY NOTICES AND REPORTS ON WELLS
*Do not use this form for proposals to drill or to re-enter an
abandoned well. Use Form 3160-3 (APD) for such proposals.*

SUBMIT IN TRIPLICATE - Other Instructions on reverse side.

1. Type of Well
☐ Oil Well ☒ Gas Well ☐ Other

2. Name of Operator
Gasco Production Company

3a. Address 3b. Phone No. (include area code)
8 Inverness Drive East Ste 100 Englewood, Co 80112 303-483-0044

4. Location of Well (Footage, Sec., T., R., M., or Survey Description)
2282' ~~FNL~~ & 1792' ~~FEL~~ NE SW of Section 12-T10S-R17E

5. Lease Serial No.
UTU-77063
6. If Indian, Allottee, or Tribe Name
NA
7. If Unit or CA. Agreement Name and/or No.
NA
8. Well Name and No.
Pete's Wash Federal 23-12 #1
9. API Well No.
43-047-34286
10. Field and Pool, or Exploratory Area
Pariette Bench
11. County or Parish, State
Uintah County, Utah

12. CHECK APPROPRIATE BOX(S) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-off
<input checked="" type="checkbox"/> Subsequent Report	<input type="checkbox"/> Altering Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other Drill Scale
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input checked="" type="checkbox"/> Plug back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operations (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recompleat horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompleat in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.

Gasco started work on this well 9/27/2008. A guage ring was run to 11,350'. A CIBP was then set @ 11,275' and a 10' bail of cement was dumped on top. Tubing was then run back in the hole and landed @ 11,111' w/ 358 jts of 2 3/8" 4.7# N-80 tubing.

RECEIVED
OCT 07 2008
DIV. OF OIL, GAS & MINING

14. I hereby certify that the foregoing is true and correct.
Name (Printed/ Typed)

Matt Owens

Title

Petroleum Engineer

Signature

Date

October 1, 2008

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by

Title

Date

Conditions of approval, if any are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Title 18 U.S.C. Section 1001 AND Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

(Instructions on page 2)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: March 31, 2007

SUNDRY NOTICES AND REPORTS ON WELLS
*Do not use this form for proposals to drill or to re-enter an
abandoned well. Use Form 3160-3 (APD) for such proposals.*

SUBMIT IN TRIPLICATE - Other Instructions on reverse side.

1. Type of Well <input type="checkbox"/> Oil Well <input checked="" type="checkbox"/> Gas Well <input type="checkbox"/> Other		5. Lease Serial No. UTU-77063
2. Name of Operator Gasco Production Company		6. If Indian, Allottee, or Tribe Name NA
3a. Address 8 Inverness Drive East Ste 100 Englewood, Co 80112	3b. Phone No. (include area code) 303-483-0044	7. If Unit or CA. Agreement Name and/or No. NA
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) 2282' FNL & 1792' FEL NE SW of Section 12-T10S-R17E		8. Well Name and No. Pete's Wash Federal 23-12 #1
		9. API Well No. 43-047-34286
		10. Field and Pool, or Exploratory Area Pariette Bench
		11. County or Parish, State Uintah County, Utah

12. CHECK APPROPRIATE BOX(S) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input checked="" type="checkbox"/> Production (Start/ Resume)	<input type="checkbox"/> Water Shut-off
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Altering Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input type="checkbox"/> Other _____
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operations (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recompleat horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompleat in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.

This well was put back on production 10/3/2008.

RECEIVED

OCT 07 2008

DIV. OF OIL, GAS & MINING

14. I hereby certify that the foregoing is true and correct.

Name (Printed/ Typed)

Matt Owens

Title

Petroleum Engineer

Signature

Date

10/3/2008

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by

Title

Date

Conditions of approval, if any are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Title 18 U.S.C. Section 1001 AND Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

(Instructions on page 2)

5/30/08 MIRU PLS SL, Fished 2 plungers and BHBS from SN, @ 11,272'. Ran 1.5 blind box, tagged fill @ 11,640'. Ran 1.906 gauge ring tagged scale @ 11,210', worked down to SN @ 11,272'. RDMO. (JVG)

5/16/08 Chemical treatment and solar pump installed (PME)

Workover

9-27-08 1150 ftp 1900 cp. R.R. TO LOC. & R.U. Spot in equipment & lay hard lines. Leave tbg. to sales & S.D.F.N. (RICK)

9-30-08 50 ftp 1500 fcp. Pump 50 bbls. down tbg. N.D. W.H. N.U. BOP'S. P.O.O.H w/ 300 jts. tbg. Pump 30 bbls. down csg. & 10 bbls. down tbg. P.O.O.H. w/ 63 jts. tbg., x-nipple. (bumper spring in place) Scale started @ 4700' approx. (light white in color and only film thickness. R.U. J-W Wireline. Run gauge ring to 11,300'. Try to get down w/ CIBP. Couldn't get down past 2850'. Re-run gauge ring to 11,350'. Got some rubber pieces in junk basket. **Run CIBP & set @ 11,275'**. Leave csg. to sales & S.D.F.N. (RICK)

10-1-08 50 ftp. 1500 fcp. Pump 30 bbls. down csg. R.U. J-W wireline. Dump bail 10' of cement on top of CIBP = 11,275' - 11,265'. Pump 20 bbls. down csg. R.D. J-W Wireline. (tally)R.I.H. W/ 200 jts. tbg. Well kicked. Pumped 15 bbls. down tbg. R.I.H. W/ 158 jts. tbg. **LAND WELL @ 11,111' W/ 358 JTS. 2 3/8 EUE 8RND N-80 TBG.** Leave csg. to sales & S D F N

10-2-08 0 tp 50 csg. Drop 10 lbs. of bio-cide down tbg. Displace to end of tbg. N.D. BOP'S. N.U. W.H. R.U. Swab w/ broach. Broach tbg. (ok) Swab on well. I.F.L. @ 4000'. Made 12 runs. Recovered 73 bbls. F.F.L. @ 4600'. LEAVE TBG. TO SALES & S.D.F.N. (RICK)

10-3-08 50 tp 450 cp. R.U.Swab. Made 18 runs. Recovered 85 bbls. I.F.L. @ 4000'. F.F.L. @ 4500'. Ending cp @ 500#'s. Leave tbg. to sales & S.D.F.N. (RICK)

10-4-08 100 ftp 1300 cp. R.U. Swab. I.F.L. @ 3700'. Made 10 runs. Recovered 37 bbls. Well kicked off. Put to sales for 1 hr. Started flowing @ 1028 MMCF/DAY. IN 1 hr. @ 709 MMCF/DAY. Start to rig down rig. Well died. CP @ 450 #'S. TP @ 0. Rig up rig. Swab on well. Made 3 runs. IFL. @ 7800'. Recovered 5 bbls. 100 TP 800 CP. Put tbg. to sales & S.D.F.N. (RICK)

10-6-08 MIRU Triple J Services Swab unit, made 5 swab runs, and 26 bbls of fluid. Dropped BHBS and plunger, ran plunger to tank once. RDMO. (JVG)

10/7/08 Trucking, field Transfer , Myton Rental (PME)

10/8/08 Mount restroom rental: (PME) DC \$340

Federal 23-12#1 API #4304734286

43 047 34286
(Federal) Potes Wash 23-12#1
12
17E
10S

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: UTU-77063
1. TYPE OF WELL Gas Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: GASCO PRODUCTION COMPANY		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: 8 Inverness Dr. East, Suite 100 , Englewood, CO, 80112		8. WELL NAME and NUMBER: PETES WASH 23-12 #1
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2282 FSL 1792 FWL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NESW Section: 12 Township: 10.0S Range: 17.0E Meridian: S		9. API NUMBER: 43047342860000
PHONE NUMBER: 303 483-0044 Ext		9. FIELD and POOL or WILDCAT: UTELAND BUTTE
COUNTY: UINTAH		STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 1/1/2011 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input checked="" type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.
 Gasco would like to dispose of water at Integrated Water management, LLC state approved commercial disposal facility located in Section 30, 2 south Range 4 west in North Blue Bench UT. This facility would be used in addition to the currently approved disposal facilities that Gasco uses to dispose of water from this well.

NAME (PLEASE PRINT) Jessica Berg	PHONE NUMBER 303 996-1805	TITLE Production Clerk
SIGNATURE N/A		DATE 12/31/2010

Effective Date: 4/16/2015

FORMER OPERATOR:	NEW OPERATOR:
Gasco Production Company N2575 7979 E. Tufts Avenue, Suite 11500 Denver, CO 80237 303-996-1805	Badlands Production Company N4265 7979 E. Tufts Avenue, Suite 11500 Denver, CO 80237 303-996-1805
CA Number(s):	Unit(s): Gate Canyon, Wilkin Ridge Deep, RBU-EOR-GRRV

WELL INFORMATION:

Well Name	Sec	TWN	RNG	API	Entity	Mineral	Surface	Type	Status
See Attached List									

OPERATOR CHANGES DOCUMENTATION:

1. Sundry or legal documentation was received from the **FORMER** operator on: 6/2/2015
2. Sundry or legal documentation was received from the **NEW** operator on: 6/2/2015
3. New operator Division of Corporations Business Number: 1454161-0143

REVIEW:

1. Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: 6/2/2015
2. Receipt of Acceptance of Drilling Procedures for APD on: N/A
3. Reports current for Production/Disposition & Sundries: 6/3/2015
4. OPS/SI/TA well(s) reviewed for full cost bonding: 1/20/2016
5. UIC5 on all disposal/injection/storage well(s) approved on: N/A
6. Surface Facility(s) included in operator change: None
7. Inspections of PA state/fee well sites complete on (only upon operators request): N/A

NEW OPERATOR BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: SUR0027842
2. Indian well(s) covered by Bond Number: N/A
3. State/fee well(s) covered by Bond Number(s): SUR0027845
SUR0035619 -FCB

DATA ENTRY:

1. Well(s) update in the **OGIS** on: 1/22/2016
2. Entity Number(s) updated in **OGIS** on: 1/22/2016
3. Unit(s) operator number update in **OGIS** on: 1/22/2016
4. Surface Facilities update in **OGIS** on: N/A
5. State/Fee well(s) attached to bond(s) in **RBDMS** on: 1/22/2016
6. Surface Facilities update in **RBDMS** on: N/A

LEASE INTEREST OWNER NOTIFICATION:

1. The **NEW** operator of the Fee (Mineral) wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 1/22/2016

COMMENTS:

From: Gasco Production Company
To: Badlands Production Company
Effective Date: 4/16/2015

Well Name	Section	TWN	RNG	API Number	Entity	Mineral	Surface	Type	Status
FEDERAL 23-18G-9-19	18	090S	190E	4304752496		Federal	Federal	OW	APD
FEDERAL 14-17G-9-19	17	090S	190E	4304752522		Federal	Federal	OW	APD
FEDERAL 13-18G-9-19	18	090S	190E	4304752538		Federal	Federal	OW	APD
FEDERAL 23-29G-9-19	29	090S	190E	4304752544		Federal	Federal	OW	APD
FEDERAL 24-20G-9-19	20	090S	190E	4304752545		Federal	Federal	OW	APD
FEDERAL 31-21G-9-19	21	090S	190E	4304752546		Federal	Federal	OW	APD
Federal 323-29-9-19	29	090S	190E	4304753026		Federal	Federal	GW	APD
Federal 421-29-9-19	29	090S	190E	4304753027		Federal	Federal	GW	APD
Federal 322-29-9-19	29	090S	190E	4304753029		Federal	Federal	GW	APD
Federal 431-29-9-19	29	090S	190E	4304753030		Federal	Federal	GW	APD
Federal 432-29-9-19	29	090S	190E	4304753031		Federal	Federal	GW	APD
Federal 414-29-9-19	29	090S	190E	4304753070		Federal	Federal	GW	APD
FEDERAL 412-29-9-19	29	090S	190E	4304753073		Federal	Federal	GW	APD
FEDERAL 213-29-9-19	29	090S	190E	4304753076		Federal	Federal	GW	APD
federal 321-29-9-19	29	090S	190E	4304753078		Federal	Federal	GW	APD
FEDERAL 213-29-9-19	29	090S	190E	4304753079		Federal	Federal	GW	APD
FEDERAL 321-29-9-19	29	090S	190E	4304753080		Federal	Federal	GW	APD
Federal 212-29-9-19	29	090S	190E	4304753133		Federal	Federal	GW	APD
State 321-32-9-19	32	090S	190E	4304754479		State	State	GW	APD
State 423-32-9-19	32	090S	190E	4304754480		State	State	GW	APD
State 421-32-9-19	32	090S	190E	4304754481		State	State	GW	APD
State 413-32-9-19	32	090S	190E	4304754482		State	State	GW	APD
State 323-32-9-19	32	090S	190E	4304754483		State	State	GW	APD
State 431-32-9-19	32	090S	190E	4304754529		State	State	GW	APD
Desert Spring State 224-36-9-18	36	090S	180E	4304754541		State	State	GW	APD
Desert Spring State 243-36-9-18	36	090S	180E	4304754542		State	State	GW	APD
Desert Spring State 241-36-9-18	36	090S	180E	4304754543		State	State	GW	APD
FEDERAL 332-30-9-19	30	090S	190E	4304753012	19650	Federal	Federal	GW	DRL
WILKIN RIDGE FED 43-29-10-17	29	100S	170E	4301333098	15941	Federal	Federal	GW	OPS
LAMB TRUST 11-23-9-19	23	090S	190E	4304736915	16556	Fee	Fee	GW	OPS
SHEEP WASH FED 43-26-9-18	26	090S	180E	4304738573	17201	Federal	Federal	GW	OPS
FEDERAL 13-19-9-19	19	090S	190E	4304739777	18344	Federal	Federal	GW	OPS
FEDERAL 12-17-9-19	17	090S	190E	4304739800	17202	Federal	Federal	GW	OPS
GATE CYN 31-21-11-15	21	110S	150E	4301332391	13787	State	State	GW	P
WILKIN RIDGE ST 12-32-10-17	32	100S	170E	4301332447	14033	State	State	GW	P
GATE CYN 41-20-11-15	20	110S	150E	4301332475	14417	State	State	GW	P
WILKIN RIDGE FED 34-17-10-17	17	100S	170E	4301332560	14726	Federal	Federal	GW	P
GATE CYN 41-19-11-16	19	110S	160E	4301332611	14439	Federal	Federal	GW	P
WILKIN RIDGE ST 44-32-10-17	32	100S	170E	4301332619	15649	State	State	GW	P
WILKIN RIDGE FED 12-4-11-17	4	110S	170E	4301332674	15537	Federal	Federal	GW	P
WILKIN RIDGE ST 24-32-10-17	32	100S	170E	4301332676	15242	State	State	GW	P
WILKIN RIDGE FED 23-29-10-17	29	100S	170E	4301332679	14033	Federal	Federal	GW	P
GATE CYN ST 23-16-11-15	16	110S	150E	4301332685	16082	State	State	GW	P
WILKIN RIDGE ST 34-16-10-17	16	100S	170E	4301332730	15243	State	State	GW	P
WILKIN RIDGE FED 31-29-10-17	29	100S	170E	4301332773	15370	Federal	Federal	GW	P
WILKIN RIDGE 32-08	8	110S	170E	4301332778	14802	Federal	Federal	GW	P
GATE CYN ST 23-16-11-16	16	110S	160E	4301332888	15098	State	State	GW	P
WILKIN RIDGE FED 24-20-10-17	20	100S	170E	4301333081	15714	Federal	Federal	GW	P
WILKIN RIDGE FED 32-20-10-17	20	100S	170E	4301333087	15807	Federal	Federal	GW	P
WILKIN RIDGE FED 14-4-11-17	4	110S	170E	4301333099	15920	Federal	Federal	GW	P
RYE PATCH FED 22-21	22	110S	140E	4301333437	16919	Federal	Federal	GW	P
RYE PATCH FED 24-21	24	110S	140E	4301333443	16367	Federal	Federal	GW	P
SQUAW CROSSING U 5	2	100S	180E	4304730129	16266	State	State	OW	P
RBV 5-11D	11	100S	180E	4304730409	9005	Federal	Federal	OW	P
FEDERAL 7-25A	25	090S	180E	4304730624	9030	Federal	Federal	OW	P

From: Gasco Production Company
To: Badlands Production Company
Effective Date: 4/16/2015

RBU 6-2D	2	100S	180E	4304731190	7075	State	State	OW	P
NGC 33-18J	18	090S	190E	4304731200	6155	Federal	Federal	OW	P
RBU 13-2D	2	100S	180E	4304731280	16267	State	State	OW	P
RBU 16-3D	3	100S	180E	4304731352	16268	Federal	Federal	OW	P
RBU 10-11D	11	100S	180E	4304731357	7053	Federal	Federal	OW	P
RBU 8-10D	10	100S	180E	4304731364	4955	Federal	Federal	OW	P
RBU 15-3D	3	100S	180E	4304731539	9965	Federal	Federal	OW	P
RBU 12-12D	12	100S	180E	4304731651	10688	Federal	Federal	OW	P
RBU 2-10D	10	100S	180E	4304731801	10784	Federal	Federal	OW	P
RBU 3-15D	15	100S	180E	4304733600	13213	Federal	Federal	OW	P
RBU 3-12D	12	100S	180E	4304733739	14492	Federal	Federal	OW	P
STATE 7-36A	36	090S	180E	4304733741	14244	State	State	GW	P
FEDERAL 34-29	29	090S	190E	4304733750	13174	Federal	Federal	GW	P
FEDERAL 24-7 #1	7	100S	180E	4304733983	13182	Federal	Federal	GW	P
FEDERAL 23-29 #1	29	090S	190E	4304734111	13441	Federal	Federal	GW	P
FED 24-20-9-19	20	090S	190E	4304734168	14150	Federal	Federal	GW	P
FED 44-20-9-19	20	090S	190E	4304734169	14140	Federal	Federal	GW	P
FED 23-21-9-19	21	090S	190E	4304734199	13601	Federal	Federal	GW	P
FED 32-31-9-19	31	090S	190E	4304734201	13641	Federal	Federal	GW	P
FED 42-29-9-19	29	090S	190E	4304734202	13455	Federal	Federal	GW	P
PETES WASH 23-12 #1	12	100S	170E	4304734286	13492	Federal	Federal	GW	P
STATE 4-32B	32	090S	190E	4304734314	14440	State	State	GW	P
FED 14-18-2 #1	18	100S	180E	4304734539	13491	Federal	Federal	GW	P
FED 43-24-3 #1	24	100S	170E	4304734551	13726	Federal	Federal	GW	P
LYTHAM FED 22-22-9-19	22	090S	190E	4304734607	13640	Federal	Federal	GW	P
FED 11-21-9-19	21	090S	190E	4304734608	14151	Federal	Federal	GW	P
FED 22-30-10-18	30	100S	180E	4304734924	14280	Federal	Federal	GW	P
FEDERAL 43-30-9-19	30	090S	190E	4304735343	14202	Federal	Federal	GW	P
FED 11-22-9-19	22	090S	190E	4304735404	14203	Federal	Federal	GW	P
FED 42-21-9-19	21	090S	190E	4304735405	14928	Federal	Federal	GW	P
STATE 24-16-9-19	16	090S	190E	4304735588	14418	State	Federal	GW	P
FEDERAL 31-21-9-19	21	090S	190E	4304735606	14441	Federal	Federal	GW	P
FEDERAL 12-29-9-19	29	090S	190E	4304735614	14442	Federal	Federal	GW	P
FEDERAL 24-31-9-19	31	090S	190E	4304735623	14640	Federal	Federal	GW	P
FEDERAL 41-31-9-19	31	090S	190E	4304735624	14419	Federal	Federal	GW	P
LAMB TRUST 24-22-9-19	22	090S	190E	4304735732	14496	Fee	Fee	GW	P
LAMB TRUST 24-14-9-19	14	090S	190E	4304735733	14519	Fee	Fee	GW	P
FEDERAL 11-22-10-18	22	100S	180E	4304735808	15592	Federal	Federal	GW	P
FEDERAL 21-6-10-19	6	100S	190E	4304735844	14356	Federal	Federal	GW	P
DESERT SPRING ST 41-36-9-18	36	090S	180E	4304735845	14639	State	State	GW	P
STATE 12-32-9-19	32	090S	190E	4304735995	14871	State	State	GW	P
FEDERAL 12-20-9-19	20	090S	190E	4304736093	14976	Federal	Federal	GW	P
FEDERAL 32-20-9-19	20	090S	190E	4304736094	16120	Federal	Federal	GW	P
FEDERAL 23-30-9-19	30	090S	190E	4304736095	14872	Federal	Federal	GW	P
SHEEP WASH FED 34-26-9-18	26	090S	180E	4304736113	15096	Federal	Federal	GW	P
DESERT SPRING ST 23-36-9-18	36	090S	180E	4304736219	14738	State	State	GW	P
DESERT SPRING ST 21-36-9-18	36	090S	180E	4304736220	14763	State	State	GW	P
DESERT SPRING ST 12-36-9-18	36	090S	180E	4304736233	14764	State	State	GW	P
DESERT SPRING ST 43-36-9-18	36	090S	180E	4304736241	14992	State	State	GW	P
DESERT SPRING ST 34-36-9-18	36	090S	180E	4304736242	14716	State	State	GW	P
FEDERAL 14-31-9-19	31	090S	190E	4304736271	15884	Federal	Federal	GW	P
FEDERAL 12-31-9-19	31	090S	190E	4304736336	15086	Federal	Federal	GW	P
FEDERAL 21-31-9-19	31	090S	190E	4304736368	15605	Federal	Federal	GW	P
FEDERAL 23-31-9-19	31	090S	190E	4304736442	15715	Federal	Federal	GW	P
SHEEP WASH FED 43-25-9-18	25	090S	180E	4304736600	14977	Federal	Federal	GW	P
FEDERAL 43-19-9-19	19	090S	190E	4304736719	15186	Federal	Federal	GW	P

From: Gasco Production Company
To: Badlands Production Company
Effective Date: 4/16/2015

SHEEP WASH FED 21-25-9-18	25	090S	180E	4304736727	15475	Federal	Federal	GW	P
FEDERAL 21-30-9-19	30	090S	190E	4304736739	15476	Federal	Federal	GW	P
SHEEP WASH FED 23-25-9-18	25	090S	180E	4304736740	15213	Federal	Federal	GW	P
FEDERAL 23-19-9-19	19	090S	190E	4304736771	15355	Federal	Federal	GW	P
SHEEP WASH FED 41-25-9-18	25	090S	180E	4304736772	15338	Federal	Federal	GW	P
FEDERAL 41-30-9-19	30	090S	190E	4304736817	15212	Federal	Federal	GW	P
LAMB TRUST 34-22-9-19	22	090S	190E	4304736913	15187	Fee	Fee	GW	P
LAMB TRUST 14-14-9-19	14	090S	190E	4304736916	17012	Fee	Fee	GW	P
DESERT SPRING ST 33-36-9-18	36	090S	180E	4304737115	15011	State	State	GW	P
FEDERAL 14-17-9-19	17	090S	190E	4304737116	16163	Federal	Federal	GW	P
FEDERAL 34-18-9-19	18	090S	190E	4304737117	16275	Federal	Federal	GW	P
UTELAND ST 41-2-10-18	2	100S	180E	4304737132	15087	State	State	GW	P
UTELAND ST 43-2-10-18	2	100S	180E	4304737338	15365	State	State	GW	P
FEDERAL 41-19-9-19	19	090S	190E	4304737611	16311	Federal	Federal	GW	P
FEDERAL 32-30-9-19	30	090S	190E	4304737612	16051	Federal	Federal	GW	P
FEDERAL 12-30-9-19	30	090S	190E	4304737613	16052	Federal	Federal	GW	P
FEDERAL 21-19-9-19	19	090S	190E	4304737621	16253	Federal	Federal	GW	P
FEDERAL 14-18-9-19	18	090S	190E	4304737622	16264	Federal	Federal	GW	P
FEDERAL 34-30-9-19	30	090S	190E	4304737630	16557	Federal	Federal	GW	P
DESERT SPRING FED 21-1-10-18	1	100S	180E	4304737631	15961	Federal	Federal	GW	P
FEDERAL 12-1-10-18	1	100S	180E	4304737646	16023	Federal	Federal	GW	P
SHEEP WASH FED 14-25-9-18	25	090S	180E	4304737647	16121	Federal	Federal	GW	P
UTELAND ST 21-2-10-18	2	100S	180E	4304737676	16254	State	State	GW	P
UTELAND ST 12-2-10-18	2	100S	180E	4304737677	15806	State	State	GW	P
UTELAND ST 34-2-10-18	2	100S	180E	4304738028	16868	State	State	GW	P
FEDERAL 14-19-9-19	19	090S	190E	4304738336	16467	Federal	Federal	GW	P
FEDERAL 34-19-9-19	19	090S	190E	4304738337	16119	Federal	Federal	GW	P
SHEEP WASH FED 41-26-9-18	26	090S	180E	4304738351	16884	Federal	Federal	GW	P
SHEEP WASH FED 32-25-9-18	25	090S	180E	4304738352	16349	Federal	Federal	GW	P
SHEEP WASH FED 34-25-9-18	25	090S	180E	4304738353	16210	Federal	Federal	GW	P
FEDERAL 12-19-9-19	19	090S	190E	4304738407	16236	Federal	Federal	GW	P
SHEEP WASH FED 23-26-9-18	26	090S	180E	4304738465	16558	Federal	Federal	GW	P
SHEEP WASH FED 12-25-9-18	25	090S	180E	4304738469	16449	Federal	Federal	GW	P
FEDERAL 23-18-9-19	18	090S	190E	4304738575	16312	Federal	Federal	GW	P
LAMB TRUST 34-22A-9-19	22	090S	190E	4304738673	15832	Fee	Fee	GW	P
UTELAND FED 42-11-10-18	11	100S	180E	4304738896	16792	Federal	Federal	GW	P
STATE 21-32B	32	090S	190E	4304739170	16309	State	State	GW	P
STATE 22-32A	32	090S	190E	4304739171	16308	State	State	GW	P
STATE 21-32A	32	090S	190E	4304739172	16310	State	State	GW	P
FEDERAL 11-19-9-19	19	090S	190E	4304739717	17054	Federal	Federal	GW	P
SHEEP WASH FED 31-25-9-18	25	090S	180E	4304739729	17241	Federal	Federal	GW	P
SHEEP WASH FED 11-25-9-18	25	090S	180E	4304739730	17266	Federal	Federal	GW	P
DESERT SPG FED 41-1-10-18	1	100S	180E	4304739773	17013	Federal	Federal	GW	P
FED 32-19X-9-19(RIGSKID)	19	090S	190E	4304740233	17014	Federal	Federal	GW	P
FEDERAL 23-30G-9-19	30	090S	190E	4304751280	18211	Federal	Federal	OW	P
FEDERAL 34-19G-9-19	19	090S	190E	4304751281	18210	Federal	Federal	OW	P
FEDERAL 442-30-9-19	30	090S	190E	4304752870	19647	Federal	Federal	GW	P
FEDERAL 333-30-9-19	30	090S	190E	4304752872	19648	Federal	Federal	GW	P
FEDERAL 423-30-9-19	30	090S	190E	4304753011	19649	Federal	Federal	GW	P
Desert Springs State 412-36-9-18	36	090S	180E	4304753324	19783	State	State	GW	P
Desert Springs State 424-36-9-18	36	090S	180E	4304753325	19783	State	State	GW	P
Desert Springs State 133-36-9-18	36	090S	180E	4304753326	19747	State	State	GW	P
Desert Spring State 142-36-9-18	36	090S	180E	4304753327	19747	State	State	GW	P
DESERT SPRINGS ST 422-36-9-18	36	090S	180E	4304753328	19783	State	State	GW	P
WILKIN RIDGE ST 31-32-10-17	32	100S	170E	4301332677	15144	State	State	GW	S
RBW 4-11D	11	100S	180E	4304730718	16269	Federal	Federal	OW	S

From: Gasco Production Company
 To: Badlands Production Company
 Effective Date: 4/16/2015

RBU 2-11D	11	100S	180E	4304730826	16270	Federal	Federal	OW	S
RBU 6-11D	11	100S	180E	4304731192	16271	Federal	Federal	OW	S
STATE 2-32B	32	090S	190E	4304732221	11371	State	State	GW	S
STATE 9-36A	36	090S	180E	4304732225	11364	State	State	GW	S
FEDERAL 13-30B	30	090S	190E	4304733581	13249	Federal	Federal	GW	S
STATE 13-36A	36	090S	180E	4304733598	17838	State	State	GW	S
FEDERAL 16-26A	26	090S	180E	4304733601	12928	Federal	Federal	GW	S
FEDERAL 31-29	29	090S	190E	4304733653	13077	Federal	Federal	GW	S
RBU 1-10D	10	100S	180E	4304734312	16265	Federal	Federal	OW	S
FEDERAL 13-18-9-19	18	090S	190E	4304739776	17149	Federal	Federal	GW	S

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: UTU-76482
2. NAME OF OPERATOR: Gasco Production Company		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
3. ADDRESS OF OPERATOR: 7979 E. Tufts Ave. CITY Denver STATE CO ZIP 80237		7. UNIT or CA AGREEMENT NAME:
PHONE NUMBER: (303) 483-0044		8. WELL NAME and NUMBER: Desert Spring Fed 21-1-10-18
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0633 FNL 1512 FWL		9. API NUMBER: 4304737631
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NENW 1 10S 18E S		10. FIELD AND POOL, OR WILDCAT: Uteland Butte

COUNTY: Uintah

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: 4/16/2015	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Gasco Production Company requests a change of operator on this well, in addition to the wells on the attached list from Gasco Production Company to Badlands Production Company, effective date of 4/16/2015.

Gasco Production Company
7979 E Tufts Ave, Suite 1150
Denver CO 80237
303-996-1805

Michael Decker, Exec. Vice President & COO

Badlands Production Company
7979 E Tufts Ave, Suite 1150
Denver CO 80237
303-996-1805

Michael Decker, Exec. Vice President & COO

RECEIVED

JUN 02 2015

DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) Lindsey Cooke	TITLE Engineering Tech
SIGNATURE <i>Lindsey Cooke</i>	DATE 5/18/2015

(This space for State use only)

APPROVED

JAN 22 2016

DIV. OIL GAS & MINING
BY: *Rachel Medina*

Well Name	Section	TWN	RNG	API	Entity	Mineral	Surface	Type	Status
FEDERAL 332-30-9-19	30	090S	190E	4304753012	19650	Federal	Federal	GW	DRL
WILKIN RIDGE FED 43-29-10-17	29	100S	170E	4301333098	15941	Federal	Federal	GW	OPS
LAMB TRUST 11-23-9-19	23	090S	190E	4304736915	16556	Fee	Fee	GW	OPS
SHEEP WASH FED 43-26-9-18	26	090S	180E	4304738573	17201	Federal	Federal	GW	OPS
FEDERAL 13-19-9-19	19	090S	190E	4304739777	18344	Federal	Federal	GW	OPS
FEDERAL 12-17-9-19	17	090S	190E	4304739800	17202	Federal	Federal	GW	OPS
GATE CYN 31-21-11-15	21	110S	150E	4301332391	13787	State	State	GW	P
WILKIN RIDGE ST 12-32-10-17	32	100S	170E	4301332447	14033	State	State	GW	P
GATE CYN 41-20-11-15	20	110S	150E	4301332475	14417	State	State	GW	P
WILKIN RIDGE FED 34-17-10-17	17	100S	170E	4301332560	14726	Federal	Federal	GW	P
GATE CYN 41-19-11-16	19	110S	160E	4301332611	14439	Federal	Federal	GW	P
WILKIN RIDGE ST 44-32-10-17	32	100S	170E	4301332619	15649	State	State	GW	P
WILKIN RIDGE FED 12-4-11-17	4	110S	170E	4301332674	15537	Federal	Federal	GW	P
WILKIN RIDGE ST 24-32-10-17	32	100S	170E	4301332676	15242	State	State	GW	P
WILKIN RIDGE FED 23-29-10-17	29	100S	170E	4301332679	14033	Federal	Federal	GW	P
GATE CYN ST 23-16-11-15	16	110S	150E	4301332685	16082	State	State	GW	P
WILKIN RIDGE ST 34-16-10-17	16	100S	170E	4301332730	15243	State	State	GW	P
WILKIN RIDGE FED 31-29-10-17	29	100S	170E	4301332773	15370	Federal	Federal	GW	P
WILKIN RIDGE 32-08	8	110S	170E	4301332778	14802	Federal	Federal	GW	P
GATE CYN ST 23-16-11-16	16	110S	160E	4301332888	15098	State	State	GW	P
WILKIN RIDGE FED 24-20-10-17	20	100S	170E	4301333081	15714	Federal	Federal	GW	P
WILKIN RIDGE FED 32-20-10-17	20	100S	170E	4301333087	15807	Federal	Federal	GW	P
WILKIN RIDGE FED 14-4-11-17	4	110S	170E	4301333099	15920	Federal	Federal	GW	P
RYE PATCH FED 22-21	22	110S	140E	4301333437	16919	Federal	Federal	GW	P
RYE PATCH FED 24-21	24	110S	140E	4301333443	16367	Federal	Federal	GW	P
RBW 5-11D	11	100S	180E	4304730409	9005	Federal	Federal	OW	P
FEDERAL 7-25A	25	090S	180E	4304730624	9030	Federal	Federal	OW	P
RBW 6-2D	2	100S	180E	4304731190	7075	State	State	OW	P
NGC 33-18J	18	090S	190E	4304731200	6155	Federal	Federal	OW	P
RBW 13-2D	2	100S	180E	4304731280	16267	State	State	OW	P
RBW 16-3D	3	100S	180E	4304731352	16268	Federal	Federal	OW	P
RBW 10-11D	11	100S	180E	4304731357	7053	Federal	Federal	OW	P
RBW 8-10D	10	100S	180E	4304731364	4955	Federal	Federal	OW	P
RBW 15-3D	3	100S	180E	4304731539	9965	Federal	Federal	OW	P
RBW 12-12D	12	100S	180E	4304731651	10688	Federal	Federal	OW	P
RBW 2-10D	10	100S	180E	4304731801	10784	Federal	Federal	OW	P
RBW 3-15D	15	100S	180E	4304733600	13213	Federal	Federal	OW	P
RBW 3-12D	12	100S	180E	4304733739	14492	Federal	Federal	OW	P
STATE 7-36A	36	090S	180E	4304733741	14244	State	State	GW	P
FEDERAL 34-29	29	090S	190E	4304733750	13174	Federal	Federal	GW	P
FEDERAL 24-7 #1	7	100S	180E	4304733983	13182	Federal	Federal	GW	P
FEDERAL 23-29 #1	29	090S	190E	4304734111	13441	Federal	Federal	GW	P
FED 24-20-9-19	20	090S	190E	4304734168	14150	Federal	Federal	GW	P
FED 44-20-9-19	20	090S	190E	4304734169	14140	Federal	Federal	GW	P
FED 23-21-9-19	21	090S	190E	4304734199	13601	Federal	Federal	GW	P
FED 32-31-9-19	31	090S	190E	4304734201	13641	Federal	Federal	GW	P
FED 42-29-9-19	29	090S	190E	4304734202	13455	Federal	Federal	GW	P
PETES WASH 23-12 #1	12	100S	170E	4304734286	13492	Federal	Federal	GW	P
STATE 4-32B	32	090S	190E	4304734314	14440	State	State	GW	P
FED 14-18-2 #1	18	100S	180E	4304734539	13491	Federal	Federal	GW	P
FED 43-24-3 #1	24	100S	170E	4304734551	13726	Federal	Federal	GW	P
LYTHAM FED 22-22-9-19	22	090S	190E	4304734607	13640	Federal	Federal	GW	P
FED 11-21-9-19	21	090S	190E	4304734608	14151	Federal	Federal	GW	P
FED 22-30-10-18	30	100S	180E	4304734924	14280	Federal	Federal	GW	P
FEDERAL 43-30-9-19	30	090S	190E	4304735343	14202	Federal	Federal	GW	P
FED 11-22-9-19	22	090S	190E	4304735404	14203	Federal	Federal	GW	P
FED 42-21-9-19	21	090S	190E	4304735405	14928	Federal	Federal	GW	P
STATE 24-16-9-19	16	090S	190E	4304735588	14418	State	Federal	GW	P

FEDERAL 31-21-9-19	21	090S	190E	4304735606	14441	Federal	Federal	GW	P
FEDERAL 12-29-9-19	29	090S	190E	4304735614	14442	Federal	Federal	GW	P
FEDERAL 24-31-9-19	31	090S	190E	4304735623	14640	Federal	Federal	GW	P
FEDERAL 41-31-9-19	31	090S	190E	4304735624	14419	Federal	Federal	GW	P
LAMB TRUST 24-22-9-19	22	090S	190E	4304735732	14496	Fee	Fee	GW	P
LAMB TRUST 24-14-9-19	14	090S	190E	4304735733	14519	Fee	Fee	GW	P
FEDERAL 11-22-10-18	22	100S	180E	4304735808	15592	Federal	Federal	GW	P
FEDERAL 21-6-10-19	6	100S	190E	4304735844	14356	Federal	Federal	GW	P
DESERT SPRING ST 41-36-9-18	36	090S	180E	4304735845	14639	State	State	GW	P
STATE 12-32-9-19	32	090S	190E	4304735995	14871	State	State	GW	P
FEDERAL 12-20-9-19	20	090S	190E	4304736093	14976	Federal	Federal	GW	P
FEDERAL 32-20-9-19	20	090S	190E	4304736094	16120	Federal	Federal	GW	P
FEDERAL 23-30-9-19	30	090S	190E	4304736095	14872	Federal	Federal	GW	P
SHEEP WASH FED 34-26-9-18	26	090S	180E	4304736113	15096	Federal	Federal	GW	P
DESERT SPRING ST 23-36-9-18	36	090S	180E	4304736219	14738	State	State	GW	P
DESERT SPRING ST 21-36-9-18	36	090S	180E	4304736220	14763	State	State	GW	P
DESERT SPRING ST 12-36-9-18	36	090S	180E	4304736233	14764	State	State	GW	P
DESERT SPRING ST 43-36-9-18	36	090S	180E	4304736241	14992	State	State	GW	P
DESERT SPRING ST 34-36-9-18	36	090S	180E	4304736242	14716	State	State	GW	P
FEDERAL 14-31-9-19	31	090S	190E	4304736271	15884	Federal	Federal	GW	P
FEDERAL 12-31-9-19	31	090S	190E	4304736336	15086	Federal	Federal	GW	P
FEDERAL 21-31-9-19	31	090S	190E	4304736368	15605	Federal	Federal	GW	P
FEDERAL 23-31-9-19	31	090S	190E	4304736442	15715	Federal	Federal	GW	P
SHEEP WASH FED 43-25-9-18	25	090S	180E	4304736600	14977	Federal	Federal	GW	P
FEDERAL 43-19-9-19	19	090S	190E	4304736719	15186	Federal	Federal	GW	P
SHEEP WASH FED 21-25-9-18	25	090S	180E	4304736727	15475	Federal	Federal	GW	P
FEDERAL 21-30-9-19	30	090S	190E	4304736739	15476	Federal	Federal	GW	P
SHEEP WASH FED 23-25-9-18	25	090S	180E	4304736740	15213	Federal	Federal	GW	P
FEDERAL 23-19-9-19	19	090S	190E	4304736771	15355	Federal	Federal	GW	P
SHEEP WASH FED 41-25-9-18	25	090S	180E	4304736772	15338	Federal	Federal	GW	P
FEDERAL 41-30-9-19	30	090S	190E	4304736817	15212	Federal	Federal	GW	P
LAMB TRUST 34-22-9-19	22	090S	190E	4304736913	15187	Fee	Fee	GW	P
LAMB TRUST 14-14-9-19	14	090S	190E	4304736916	17012	Fee	Fee	GW	P
DESERT SPRING ST 33-36-9-18	36	090S	180E	4304737115	15011	State	State	GW	P
FEDERAL 14-17-9-19	17	090S	190E	4304737116	16163	Federal	Federal	GW	P
FEDERAL 34-18-9-19	18	090S	190E	4304737117	16275	Federal	Federal	GW	P
UTELAND ST 41-2-10-18	2	100S	180E	4304737132	15087	State	State	GW	P
UTELAND ST 43-2-10-18	2	100S	180E	4304737338	15365	State	State	GW	P
FEDERAL 41-19-9-19	19	090S	190E	4304737611	16311	Federal	Federal	GW	P
FEDERAL 32-30-9-19	30	090S	190E	4304737612	16051	Federal	Federal	GW	P
FEDERAL 12-30-9-19	30	090S	190E	4304737613	16052	Federal	Federal	GW	P
FEDERAL 21-19-9-19	19	090S	190E	4304737621	16253	Federal	Federal	GW	P
FEDERAL 14-18-9-19	18	090S	190E	4304737622	16264	Federal	Federal	GW	P
FEDERAL 34-30-9-19	30	090S	190E	4304737630	16557	Federal	Federal	GW	P
DESERT SPRING FED 21-1-10-18	1	100S	180E	4304737631	15961	Federal	Federal	GW	P
FEDERAL 12-1-10-18	1	100S	180E	4304737646	16023	Federal	Federal	GW	P
SHEEP WASH FED 14-25-9-18	25	090S	180E	4304737647	16121	Federal	Federal	GW	P
UTELAND ST 21-2-10-18	2	100S	180E	4304737676	16254	State	State	GW	P
UTELAND ST 12-2-10-18	2	100S	180E	4304737677	15806	State	State	GW	P
UTELAND ST 34-2-10-18	2	100S	180E	4304738028	16868	State	State	GW	P
FEDERAL 14-19-9-19	19	090S	190E	4304738336	16467	Federal	Federal	GW	P
FEDERAL 34-19-9-19	19	090S	190E	4304738337	16119	Federal	Federal	GW	P
SHEEP WASH FED 41-26-9-18	26	090S	180E	4304738351	16884	Federal	Federal	GW	P
SHEEP WASH FED 32-25-9-18	25	090S	180E	4304738352	16349	Federal	Federal	GW	P
SHEEP WASH FED 34-25-9-18	25	090S	180E	4304738353	16210	Federal	Federal	GW	P
FEDERAL 12-19-9-19	19	090S	190E	4304738407	16236	Federal	Federal	GW	P
SHEEP WASH FED 23-26-9-18	26	090S	180E	4304738465	16558	Federal	Federal	GW	P
SHEEP WASH FED 12-25-9-18	25	090S	180E	4304738469	16449	Federal	Federal	GW	P
FEDERAL 23-18-9-19	18	090S	190E	4304738575	16312	Federal	Federal	GW	P

LAMB TRUST 34-22A-9-19	22	090S	190E	4304738673	15832	Fee	Fee	GW	P
UTELAND FED 42-11-10-18	11	100S	180E	4304738896	16792	Federal	Federal	GW	P
STATE 21-32B	32	090S	190E	4304739170	16309	State	State	GW	P
STATE 22-32A	32	090S	190E	4304739171	16308	State	State	GW	P
STATE 21-32A	32	090S	190E	4304739172	16310	State	State	GW	P
FEDERAL 11-19-9-19	19	090S	190E	4304739717	17054	Federal	Federal	GW	P
SHEEP WASH FED 31-25-9-18	25	090S	180E	4304739729	17241	Federal	Federal	GW	P
SHEEP WASH FED 11-25-9-18	25	090S	180E	4304739730	17266	Federal	Federal	GW	P
DESERT SPG FED 41-1-10-18	1	100S	180E	4304739773	17013	Federal	Federal	GW	P
FED 32-19X-9-19(RIGSKID)	19	090S	190E	4304740233	17014	Federal	Federal	GW	P
FEDERAL 23-30G-9-19	30	090S	190E	4304751280	18211	Federal	Federal	OW	P
FEDERAL 34-19G-9-19	19	090S	190E	4304751281	18210	Federal	Federal	OW	P
FEDERAL 442-30-9-19	30	090S	190E	4304752870	19647	Federal	Federal	GW	P
FEDERAL 333-30-9-19	30	090S	190E	4304752872	19648	Federal	Federal	GW	P
FEDERAL 423-30-9-19	30	090S	190E	4304753011	19649	Federal	Federal	GW	P
Desert Springs State 412-36-9-18	36	090S	180E	4304753324	19783	State	State	GW	P
Desert Springs State 424-36-9-18	36	090S	180E	4304753325	19783	State	State	GW	P
Desert Springs State 133-36-9-18	36	090S	180E	4304753326	19747	State	State	GW	P
Desert Spring State 142-36-9-18	36	090S	180E	4304753327	19747	State	State	GW	P
DESERT SPRINGS ST 422-36-9-18	36	090S	180E	4304753328	19783	State	State	GW	P
WILKIN RIDGE ST 31-32-10-17	32	100S	170E	4301332677	15144	State	State	GW	S
SQUAW CROSSING U 5	2	100S	180E	4304730129	16266	State	State	OW	S
RBW 4-11D	11	100S	180E	4304730718	16269	Federal	Federal	OW	S
RBW 2-11D	11	100S	180E	4304730826	16270	Federal	Federal	OW	S
RBW 6-11D	11	100S	180E	4304731192	16271	Federal	Federal	OW	S
STATE 2-32B	32	090S	190E	4304732221	11371	State	State	GW	S
STATE 9-36A	36	090S	180E	4304732225	11364	State	State	GW	S
FEDERAL 13-30B	30	090S	190E	4304733581	13249	Federal	Federal	GW	S
STATE 13-36A	36	090S	180E	4304733598	17838	State	State	GW	S
FEDERAL 16-26A	26	090S	180E	4304733601	12928	Federal	Federal	GW	S
FEDERAL 31-29	29	090S	190E	4304733653	13077	Federal	Federal	GW	S
RBW 1-10D	10	100S	180E	4304734312	16265	Federal	Federal	OW	S
FEDERAL 13-18-9-19	18	090S	190E	4304739776	17149	Federal	Federal	GW	S